



# The Yamuna Syndicate Limited

Regd. Office : Radaur Road, Yamuna Nagar (Haryana)

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HO/CS/

August 31, 2020

Manager-Department of Corporate Services,  
BSE Limited,  
Registered Office :Floor 25,  
P J Towers, Dalal Street,  
Mumbai- 400 001

Dear Sir/Madam

**Scrip Code : 540980 Scrip Id : YSL**

**Subject : Furnishing Notice of 66th Annual General Meeting, Annual Report for the financial year 2019-20 and Book Closure intimation, under Regulation 34, 30 (2) and 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

1. In continuation to our letter dated August 21, 2020 and pursuant to Regulation 34 and 30(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice of 66th Annual General Meeting (AGM) and the Annual Report for the financial year 2019-20, which were circulated to the Shareholders through the electronic mode today i.e. August 31, 2020.
2. The 66th AGM will be held on Thursday, September 24, 2020 at 11:30 a.m. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM).
3. The Notice and the Annual Report are available on the Company's website at [www.yamunasyndicate.com](http://www.yamunasyndicate.com) (Notice under Notice tab and Annual Report in the Annual Reports section of Financial Reports tab).
4. Further, pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company are being closed from September 17, 2020 to September 24, 2020 (both days inclusive) for the purpose of the AGM.
5. This intimation is also available on the website of the Company at [www.yamunasyndicate.com](http://www.yamunasyndicate.com)
6. The above is for your information and records please.

Thanking You,

Yours Faithfully,

For The Yamuna Syndicate Ltd.

(Ashish Kumar)  
Company Secretary

CORPORATE IDENTITY NUMBER (CIN)  
L24101HR199PLC001837

Tel : +91-1732-255475, 255479

Fax : +91-1732-251802

E-mail : [ceo@yamunasyndicate.com](mailto:ceo@yamunasyndicate.com)  
[companysecretary@yamunasyndicate.com](mailto:companysecretary@yamunasyndicate.com)  
[cfo@yamunasyndicate.com](mailto:cfo@yamunasyndicate.com)



## 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](mailto:companysecretary@yamunasyndicate.com) Website : [www.yamunasyndicate.com](http://www.yamunasyndicate.com)

### **NOTICE**

Notice is hereby given that the 66<sup>th</sup> (Sixty Sixth) Annual General Meeting ('AGM') of the Members of The Yamuna Syndicate Limited ('the Company') will be held on **Thursday, September 24, 2020, at 11:30 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, 2020 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, 2020 together with the Reports of the Auditors thereon.
2. To confirm the payment of Interim Dividend @Rs. 175/- per Equity Share of Rs. 100/- each for the financial year ended March 31, 2020, which has already been paid.
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 Mr. Kapil Bhalla (DIN: 00758498) as Non-Executive 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 and amendment thereof, Mr. Kapil Bhalla (DIN: 00758498), who was appointed as an Additional Director by the Board of Directors at its meeting held on November 14, 2019 upon recommendation of Nomination & Remuneration Committee, 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 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, be and is hereby appointed as Non-Executive Independent Director to hold office for his first term effective from November 14, 2019 until the conclusion of Annual General Meeting to be held to consider the Accounts for the financial year ending March 31, 2024 and that he shall not be liable to retire by rotation.

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”.

5. **Appointment of Mrs. Vandana Gupta (DIN: 08772740) as Non-Executive 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 and amendment thereof, Mrs. Vandana Gupta (DIN: 08772740), who was appointed as an Additional Director by the Board of Directors at its meeting held on June 27, 2020 upon recommendation of Nomination & Remuneration Committee, 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 Non-Executive Independent Director to hold office for her first term effective from June 27, 2020 until the conclusion of Annual General Meeting to be held to consider the Accounts for the financial year ending March 31, 2024 and that she shall not be liable to retire by rotation.

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”

6. **Appointment of Mr. Kishore Chatnani (DIN: 07805465) as Non-Executive 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 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) and Regulation 17 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendment thereof, Mr. Kishore Chatnani (DIN: 07805465), who was appointed as an Additional Non-Executive Non-Independent Director by the Board of Directors at its meeting held on June 27, 2020 upon recommendation of Nomination & Remuneration Committee, 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 his candidature for the office of Director, be and is hereby appointed as Non-Executive Non-Independent Director and that his period of office shall be liable for retirement by rotation at every Annual General Meeting.

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, Haryana  
Dated: August 31, 2020

(Ashish Kumar)  
Company Secretary

### Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and road map are not annexed to this Notice.
3. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, at e-mail ID: [companysecretary@yamunasyndicate.com](mailto:companysecretary@yamunasyndicate.com) Corporate / Institutional Members are encouraged to attend the AGM through their Authorized Representatives.
4. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names in the Register of Members of the Company will be entitled to vote.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. In Compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. The Members may note that the Notice calling the AGM has been uploaded on the website of the Company at [www.yamunasyndicate.com](http://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](http://www.bseindia.com) and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company has also published on August 21, 2020 an advertisement in newspaper containing the details about the AGM i.e. the conduct of AGM through VC/OAVM, date and time of AGM, availability of notice of AGM 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 Assignment Limited.
7. The statutory registers that are required to be kept open during the AGM and all documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its email ID [companysecretary@yamunasyndicate.com](mailto:companysecretary@yamunasyndicate.com) till the date of AGM.
8. (i) The Members holding shares in physical form are requested to immediately intimate any change in their residential address to Company’s Share Transfer Agent, M/s. Alankit Assignments Ltd., Alankit House, 4E/2, Jhandewalan Extn., New Delhi-110055 (Phone Number- 011-42541234, 23541234), email address: [rta@alankit.com](mailto:rta@alankit.com).  
(ii) The Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.

9. **Electronic Clearing Service (ECS):**

The Members who have not opted for ECS facility earlier are requested to fill up the enclosed KYC form and return it to the Company's Share Transfer Agent, to avail the ECS facility, otherwise they are requested to intimate their Savings Account/ Current Account Number and the name of Bank with whom such account is held. Please refer to the KYC Form being enclosed with this Notice.

10. To ensure all communications/ monetary benefits are received promptly, all Members holding shares in physical form are requested to notify to the Company, his/ her PAN/change in their address/bank details/ email id/mobile number instantly by filling the KYC Form and by sending at the M/s. Alankit Assignments Ltd., Alankit House, 4E/2, Jhandewalan Extn., New Delhi-110055 (Phone Number- 011-42541234, 23541234), email address: [rta@alankit.com](mailto:rta@alankit.com).

11. **PAN/BANK Details Mandate:**

The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) and Bank details by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN and Bank details to their DP(s) with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN and Bank details to the Company and M/s. Alankit Assignments Limited.

12. As per Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Share Transfer Agent, M/s. Alankit Assignments Ltd., for assistance in this regard.

13. To prevent fraudulent transactions, the Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. The Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

14. **Book Closure:**

The Register of Members and Share Transfer Books of the Company shall remain closed from September 17, 2020 to September 24, 2020 (both days inclusive).

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, as per Section 124 of the Companies Act, 2013 will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and applicable rules.

Details of the unclaimed dividend and particulars with respect to corresponding shares due for transfer to the IEPF are available on the Company's website [www.yamunasyndicate.com](http://www.yamunasyndicate.com) under the section "Unclaimed Dividends."

## The Yamuna Syndicate Limited-AGM Notice 2019-20

16. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, the Members are entitled to make nomination in respect of shares held by them in physical form. The Members desirous of making nominations are requested to send their requests in Form SH-13. Members may send request at [companysecretary@yamunasyndicate.com](mailto:companysecretary@yamunasyndicate.com) for blank Form SH-13.
17. The 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.
18. Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations) and as per 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)	52
Date of Appointment	23.11.1996
Qualification	B.A. (Honours), M.A. (CANTAB) ECON from Cambridge University (U.K.)
Board position held	Non-Executive Non-Independent Director & Promoter
Relationship with other Directors, Manager or Key Managerial Personnel	Mr. Aditya Puri is son of Mr. Ranjit Puri, Chairman
Nature of his expertise in specific function areas along with experience (in years)	Industrialist Experience: 23 years
Term and condition of appointment/re-appointment	His period of office is liable for retirement by rotation at every Annual General Meeting.
Other Directorship	<ul style="list-style-type: none"> <li>i) Isgec Heavy Engineering Limited</li> <li>ii) Saraswati Sugar Mills Limited</li> <li>iii) Isgec Covema Limited</li> <li>iv) Isgec Engineering &amp; Projects Limited</li> <li>v) Isgec Hitachi Zosen Limited</li> <li>vi) Isgec SFW Boilers Private Limited</li> <li>vii) Free Look Software Private Limited</li> <li>viii) Isgec Titan Metal Fabricators Private Limited</li> <li>ix) Isgec Redecam Enviro Solutions Private Limited</li> </ul>
Chairman/Member of Committee of the Board of Companies of which he is a Director	<p><b>The Yamuna Syndicate Limited</b> Member -Audit Committee Member -Nomination &amp; Remuneration Committee Member - Stakeholders Relationship and Grievances Committee</p> <p><b>Isgec Heavy Engineering Limited</b> Member -Audit Committee Member - Corporate Social Responsibility Committee Member- Risk Management Committee</p> <p><b>Saraswati Sugar Mills Limited</b> Member- Stakeholders Relationship and Grievances Committee Member- Corporate Social Responsibility Committee</p> <p><b>Isgec Hitachi Zosen Limited</b> Chairman- Corporate Social Responsibility Committee</p>
Shareholding in the Company	60,859 shares (19.80%)

**19. Instructions for attending the AGM through VC/OAVM:**

- (a) Members who wish to attend this AGM through VC/OAVM are requested to login to the e-voting system of NSDL at <https://www.evoting.nsdl.com/> under ‘**Shareholder / Member - Login**’ by using their remote e-voting user ID and password. Thereafter, click on the link appearing under ‘**Join General Meeting**’ against the Electronic Voting Event Number (‘EVEN’) of the Company.
- (b) The Members who do not have their user ID and password for remote e-voting or have forgotten their user ID and / or password may retrieve the same by following the instructions given under (Note no. 20). Further the members can also use the OTP based login for logging into the e-voting system of NSDL.
- (c) The facility for the Members to join this AGM through VC / OAVM will be available from 30 minutes before the time scheduled for the meeting and may close not earlier than 30 minutes after the commencement of the meeting. The facility of participation at the AGM through VC/OAVM will be made available for maximum 1000 participants, on first come first served basis. However, this number does not include the large Members i.e. Members holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship and Grievances Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (d) Members are requested to login to the NSDL e-voting system using their laptops / desktops / tablets with stable Wi-Fi or LAN connection for better experience. Members logging in from mobile devices or through laptops / desktops / tablets connecting via mobile hotspot or with low bandwidth, may experience audio / video loss due to fluctuation in their respective network.
- (e) The Members who would like to express their views or ask questions during the AGM will be required to register themselves as speaker by sending e-mail to the Company at [companysecretary@yamunasyndicate.com](mailto:companysecretary@yamunasyndicate.com) from their registered e-mail address, mentioning their name, DP ID and Client ID/folio number and mobile number. Only those Members who have registered themselves as speaker by 10.00 a.m. on Saturday, September 19, 2020 will be able to speak at the meeting.

Further, Members who would like to have their questions/queries responded to during the AGM are requested to send such questions/queries in advance within the aforesaid date and time, by following similar process as stated above. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

- (f) Members who hold shares in the physical form or who have not registered their e-mail addresses with the Company or with the Depositories and wish to participate in the AGM or cast their votes through remote e-voting or e-voting during the meeting, may obtain their user ID and password by sending scanned copies of (i) signed request letter mentioning their name and DP ID and Client ID / folio number, (ii) share certificate(front and back) / self-attested client master or consolidated demat account statement, (iii) self-attested PAN Card, and (iv) any self-attested proof of their address (e.g. Driving License, Aadhaar Card etc.), with a copy email to the Company at [companysecretary@yamunasyndicate.com](mailto:companysecretary@yamunasyndicate.com)
- (g) In case the Members require any technical assistance with respect to attending the meeting or voting during the meeting, they may contact the helpline numbers mentioned in the General Guideline for the Members for remote e-voting.

**20. The instructions for the Members for remote e-voting and e- voting at the AGM are as under:-**

**A. Remote e-voting (Voting through Electronic means)**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020 and May 5, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL.

A member may exercise his/her vote at the AGM by electronic means and the Company may pass any resolutions by electronic voting system in accordance with the provisions of the aforesaid Rule.

**The remote e-voting period will begin on September 21, 2020, Monday, at 09:00 A.M. (IST) and will end on September 23, 2020, Wednesday, at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.**

Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **September 17, 2020 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.

The Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.

The Board appointed Mr. Rajinder Kumar Bhalla (Membership no. A-10525) Practicing Company Secretary and in his absence Mr. Himanshu Bajaj (Membership no. F-091050) Practicing Chartered Accountant as scrutinizer to scrutinize the e-voting process (votes cast during the AGM and votes cast through remote e-voting) of ensuing Annual General Meeting in a fair and transparent manner.

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, not later than 48 hours of the conclusion of the Meeting, 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](http://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](http://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](http://www.yamunasyndicate.com).



## The Yamuna Syndicate Limited-AGM Notice 2019-20

Other instructions relating to e-voting are as under:

**(I) For the Members whose email IDs are registered with the Company/Depository Participant(s):**

**Step 1 : Log-in to NSDL e-Voting system at <http://www.evoting.nsdl.com/>**

1. Visit the e-voting website of NSDL. Open the web browser by typing the URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which available under ‘Shareholders section’.
3. A new screen will open. You will have to 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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’?
  - (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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
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](http://www.evoting.nsdl.com).
  - b. **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
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. After your click, Home page of e-voting will open.

**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.

**(II). For the Members whose email IDs are not registered with the Company/Depository Participant(s):**

1. In case shares are held in physical mode please provide Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [companysecretary@yamunasyndicate.com](mailto:companysecretary@yamunasyndicate.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [companysecretary@yamunasyndicate.com](mailto:companysecretary@yamunasyndicate.com)

**B. Instructions for E-voting at the AGM are as under:-**

- (i). The procedure for e-voting at the AGM is same as the instructions mentioned above for remote e-voting.
- (ii). Only those Members, who will be present in the AGM through VC/OAVM facility 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 in the AGM.
- (iii). Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (iv). The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same persons as mentioned in the General Guideline for the Members.

**General Guidelines for the Members:**

- (i) Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG 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 [rkbhallacs@yahoo.com](mailto:rkbhallacs@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (ii). 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](http://www.evoting.nsdl.com) to reset the password.
- (iii). 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asstt. Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, at the designated email id – [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in) or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with the voting by electronic means.

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

Place : Yamunanagar- 135 001, Haryana  
Dated : August 31, 2020

(Ashish Kumar)  
Company Secretary

## The Yamuna Syndicate Limited-AGM Notice 2019-20

### ANNEXURE TO THE NOTICE DATED AUGUST 31, 2020

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

##### **Item No. 4:**

- a) The Board, on the recommendation of the Nomination and Remuneration Committee, has approved appointment of Mr. Kapil Bhalla (DIN: 00758498), as an Additional Non-Executive Independent Director with effect from November 14, 2019. In terms of Section 161 (1) of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule, 2014, Mr. Kapil Bhalla holds office upto the date of this Annual General Meeting, but is eligible for appointment as Director.
- b) Mr. Kapil Bhalla, has given a declaration to the Board that he 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 Mr. Kapil Bhalla as Independent Director.
- d) In the opinion of the Board, Mr. Kapil Bhalla, is a person of integrity, possess the relevant expertise and experience and his association would be of immense benefit to the Company. He 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 can 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 Mr. Kapil Bhalla, as Non-Executive Independent Director of the Company for his first term effective from November 14, 2019 (i.e. date of appointment as Additional Director) until the conclusion of Annual General Meeting to be held to consider the Accounts for the financial year ending March 31, 2024.
- f) Copy of the draft letter of appointment of Mr. Kapil Bhalla, 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 till the date of AGM.
- g) Apart from Mr. Kapil Bhalla, who is interested himself, no other Director and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.
- h) Pursuant to Regulation 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on “General Meetings”, the particulars of Mr. Kapil Bhalla, are given hereunder:-

Name of the Director	Mr. Kapil Bhalla
Date of Birth	24.07.1956
Age (in years)	64
Date of Appointment	14.11.2019
Qualification	Chartered Accountant
Relationships between Directors, Manager or other Key Managerial Personnel	None
Board position held	Non-Executive Independent Director

## The Yamuna Syndicate Limited-AGM Notice 2019-20

Terms and conditions of appointment	As per Resolution given in Notice
Nature of his expertise in specific function areas along with experience (in years)	Over 40 years experience in managing organizations, finance, and having specialization in dealing with investors and consumers and in advising companies for capital raising strategies and business planning.
Number of Meetings of the Board attended during the year	1 (One)
Other Directorship	-Investrade Securities India Pvt. Ltd. -Stocktrade Securities Pvt. Ltd.
Chairperson/ Member of Committee of the Board of Companies in which he is a Director	The Yamuna Syndicate Limited -Member, Audit Committee -Member, Nomination & Remuneration Committee
Shareholding in the Company	Nil

### **Item No. 5:**

- a) The Board, on the recommendation of the Nomination and Remuneration Committee, has approved appointment of Mrs. Vandana Gupta (DIN: 08772740), as an Additional Non-Executive Independent Director with effect from June 27, 2020. In terms of Section 161 (1) of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule, 2014, Mrs. Vandana Gupta holds office upto the date of this Annual General Meeting but is eligible for appointment as Director.
- b) Mrs. Vandana Gupta, 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. Vandana Gupta as Independent Director.
- d) In the opinion of the Board, Mrs. Vandana Gupta, 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 can 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. Vandana Gupta, as Non-Executive Independent Director of the Company for her first term effective from June 27, 2020 (i.e. date of appointment as Additional Director) until the conclusion of Annual General Meeting to be held to consider the Accounts for the financial year ending March 31, 2024.
- f) Copy of the draft letter of appointment of Mrs. Vandana Gupta, 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.
- i) Apart from Mrs. Vandana Gupta, who is interested herself, no other Director and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

## The Yamuna Syndicate Limited-AGM Notice 2019-20

- g) Pursuant to Regulation 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on “General Meetings”, the particulars of Mrs. Vandana Gupta, are given hereunder:-

Name of the Director	Mrs. Vandana Gupta
Date of Birth	13.06.1962
Age (in years)	58
Date of Appointment	27.06.2020
Qualification	Post Graduate
Relationships between Directors, Manager or other Key Managerial Personnel	None
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)	Over 20 years experience in Teaching, Administration and Management.
Number of Meetings of the Board attended during the year	Nil
Other Directorship	Nil
Chairperson/ Member of Committee of the Board of Companies in which she is a Director	Nil
Shareholding in the Company	Nil

### **Item No. 6:**

- a) The Board, on the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mr. Kishore Chatnani (DIN: 07805465), as Non-Executive Non-Independent Director with effect from June 27, 2020. In terms of Section 161 (1) of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule, 2014, Mr. Kishore Chatnani holds office upto the date of this Annual General Meeting, but is eligible for appointment as Director.
- b) 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 Mr. Kishore Chatnani as Non-Executive Director.
- c) Mr. Kishore Chatnani is Key Managerial Personnel (Chief Financial Officer) of our Associate Company Isgec Heavy Engineering Ltd. In the opinion of the Board, Mr. Kishore Chatnani, is a person of integrity, possess the relevant expertise and experience and his association would be of immense benefit to the Company.
- d) In view of above, the Board proposes to appoint Mr. Kishore Chatnani, as Non-Executive Non-Independent Director, liable for retirement by rotation at every Annual General Meeting.

## The Yamuna Syndicate Limited-AGM Notice 2019-20

- e) Apart from Mr. Kishore Chatnani, who is interested himself, no other Director and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.
- f) Pursuant to Regulation 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on “General Meetings”, the particulars of Mr. Kishore Chatnani, are given hereunder:-

Name of the Director	Mr. Kishore Chatnani
Date of Birth	20.06.1966
Age (in years)	54
Date of Appointment	27.06.2020
Qualification	Graduate in Engineering and MBA in Finance
Relationships between Directors, Manager or other Key Managerial Personnel	None
Board position held	Non-Executive Non-Independent Director
Terms and conditions of appointment	As per Resolution given in Notice
Nature of his expertise in specific function areas along with experience (in years)	Over 30 years experience in Investment Management, Treasury operations, Forex Risk Management, Project Risk Management and Trade Finance.
Number of Meetings of the Board attended during the year	Nil
Other Directorship	Isgec Exports Limited
Chairperson/ Member of Committee of the Board of Companies in which he is a Director	Nil
Shareholding in the Company	54 Shares ( 0.02%)

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

Place : Yamunanagar- 135 001, Haryana  
Dated : August 31, 2020

(Ashish Kumar)  
Company Secretary

**KYC FORM**  
**(Only for physical shareholding)**

To,

Date: \_\_\_\_\_

**M/s. Alankit Assignment Ltd.**

Alankit House, 4E/2, Jhandewalan Extn.,  
New Delhi-110055

Folio No. \_\_\_\_\_

No of Shares: \_\_\_\_\_

Dear Sir/ Madam,

**Unit : The Yamuna Syndicate Limited**

We wish to update the KYC and in this matter are forwarding herewith the required supporting documents by ticking in the appropriate checkbox below

**A. For registering PAN of the registered and/ or joint shareholders (as applicable)**

Registered Shareholder       Joint holder 1       Joint holder 2       Joint holder 3

Please attach self- attested legible copy of PAN card

**B. For registering Bank details of the registered shareholder (First named Shareholder only)**

**1. In cases wherein the original cancelled cheque leaf has the shareholder's name printed**

Original cancelled cheque leaf

**2. In cases wherein the cancelled cheque leaf does NOT contain the shareholder's name printed on it**

Bank Passbook/ Bank Statement

Please note that bank passbook/ Bank Statement should be duly attested by the officer of the same bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

**C. For updating the Specimen Signature of the registered and/ or joint shareholders**

**1. In cases wherein the original cancelled cheque leaf has the shareholder's name printed**

Original cancelled cheque leaf       Banker verification

**2. In cases wherein the cancelled cheque leaf does NOT contain the shareholder's name printed on it**

Bank Passbook/ Bank Statement       Banker verification

Please note that Bank passbook/ Bank Statement should be duly attested by the officer of the same bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

**D. For Updating the email id for the purpose of receiving all communications in electronic mode**

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**E. For Updating the Mobile No.**

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I /We hereby state that the above mentioned details are true and correct and we consent towards updating the particulars based on the self-attested copies of the documents enclosed with this letter by affixing my/our signature(s) to it

Sign: \_\_\_\_\_  
Registered holder

Sign: \_\_\_\_\_  
Joint holder 1

Sign: \_\_\_\_\_  
Joint holder 2

Sign: \_\_\_\_\_  
Joint holder 3



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# **THE YAMUNA SYNDICATE LIMITED**

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**Reports and Financial Statements for the year ended  
31<sup>st</sup> March, 2020**

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# THE YAMUNA SYNDICATE LIMITED

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## ANNUAL REPORT 2019-20

### BOARD OF DIRECTORS:

- 1 **Mr. Ranjit Puri**  
Chairman (Non-Executive Non-Independent)
- 2 **Mrs. Reva Khanna**  
Director (Non-Executive Independent)
- 3 **Mr. Kapil Bhalla**  
Director (Non-Executive Independent)
- 4 **Mr. Aditya Puri**  
Director (Non-Executive Non-Independent)

### AUDIT COMMITTEE:

- 1 **Mrs. Reva Khanna**  
Chairperson (Independent Director)
- 2 **Mr. Kapil Bhalla**  
Member (Independent Director)
- 3 **Mr. Aditya Puri**  
Member (Non-Independent Director)

### KEY MANAGERIAL PERSONNEL:

- 1 **Mr. P.Sunder**  
Chief Executive Officer
- 2 **Mr. Ashish Kumar**  
Company Secretary
- 3 **Mr. Mukesh Kumar Kamboj**  
Chief Financial Officer

### AUDITORS:

M/s. Moudgil & Co.  
Chartered Accountants  
Jagadhri-135002, Haryana

### BANKERS:

- 1 Punjab National Bank
- 2 State Bank of Patiala
- 3 HDFC Bank Ltd.

### REGISTERED OFFICE:

Radaur Road,  
Yamunanagar-135001, Haryana

### REGISTRAR & SHARE TRANSFER AGENT:

M/s. Alankit Assignment Limited  
Alankit House', 4E/2. Jhandewalan Extension,  
New Delhi-110055  
Phone: +91-11-42541234, Email: rta@alankit.com

## Contents

	<b>Page No.</b>
Board's Report	3-9
Annexures to the Board's Report	10-34
Business Responsibility Statement	35-44
Independent Auditor's Report on Standalone Financial Statements	45-52
Standalone Balance Sheet	53
Standalone Statement of Profit and Loss	54
Standalone Cash Flow Statement	55
Standalone Statement of Changes in equity	56
Notes forming part of Standalone Financial Statements	57-87
Independent Auditor's Report on Consolidated Financial Statements	89-95
Consolidated Balance Sheet	96
Consolidated Statement of Profit and Loss	97
Consolidated Cash Flow Statement	98
Consolidated Statement of Changes in equity	99
Notes forming part of Consolidated Financial Statements	100-134
Statement containing salient features of the Financial Statement of Associate company	135

# THE YAMUNA SYNDICATE LIMITED

## BOARD'S REPORT

1.00 The Board hereby presents its Report for the year ended 31<sup>st</sup> March, 2020.

### 2.00 FINANCIAL RESULTS AND HIGHLIGHTS:

2.01 The financial results of the Company are given below:

(Rupees in Lakhs)			
	Particulars	As at 31.03.2020	As at 31.03.2019
I.	<b>ASSETS:</b>		
	Fixed Assets	35.22	35.45
	Other Non-current Assets	3975.98	3755.72
	Current Assets	3245.79	2711.28
	Total	<b>7256.99</b>	<b>6502.45</b>
II.	<b>EQUITY AND LIABILITIES:</b>		
	Shareholders' Funds	6563.64	6027.82
	Non-current Liabilities	17.44	16.20
	Current Liabilities	675.91	458.43
	Total	<b>7256.99</b>	<b>6502.45</b>

		For the year ended 31.03.2020	For the year ended 31.03.2019
III.	Revenue from Operations	5111.92	6625.08
	Other Income	1294.26	284.94
	<b>Total Revenue</b>	<b>6406.18</b>	<b>6910.02</b>
IV.	Total Expenses	5004.86	6490.44
V.	<b>Profit before Tax (III-IV)</b>	<b>1401.32</b>	<b>419.58</b>
VI.	Tax Expenses including deferred tax	66.75	69.39
VII.	Profit/(Loss) after Tax (V-VI)	1334.57	350.19
VIII.	Other Comprehensive Income/ (Expense)	(2.09)	(0.11)
IX.	<b>Total Comprehensive Income for the year (VII+VIII)</b>	<b>1332.48</b>	<b>350.08</b>
X.	Dividend including Tax paid during the year	796.67	111.17
XI.	Balance carried to Profit & Loss Account	535.82	238.91
XII.	Basic/Diluted earning per Share of Rs. 100/- each (Figures in Rupees)	434	114

### 3.00 DIVIDEND:

3.01 In the month of March 2020, the Company declared an Interim Dividend of Rs. 175/- per equity share of Rs 100/- each for the financial year ended March 31, 2020, which has been disbursed. Total outflow was Rs.648.45 lakhs (including Dividend Distribution Tax).

3.02 The Board decided not to recommend final dividend in order to conserve resources.

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## **THE YAMUNA SYNDICATE LIMITED**

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### **4.00 STATE OF COMPANY AFFAIRS AND OPERATIONS INCLUDING MANAGEMENT DISCUSSION & ANALYSIS:**

- 4.01 The revenue from Operations during the year was Rs. 5,111.92 lakhs as against Rs. 6,625.08 lakhs in the preceding year. Profit before tax was Rs. 1,401.32 lakhs as against Rs. 419.58 lakhs in the preceding year. This was owing to higher dividend income received from our Associate Company i.e. Isgec Heavy Engineering Limited.
- 4.02 In general, it was a difficult year for our trading operations. Demand remained suppressed for the greater part of the year. There was severe competition in most areas of our operation due to the declining demand for various products.
- 4.03 On a positive note, our business performance of pesticides, lubricants and fuels during the year was satisfactory.
- 4.04 The Company continued with efforts to enlarge its area of operation, increase the market share, and identify new product lines for trading.
- 4.05 We continued to retain our focus on safety, quality and customer service.
- 4.06 Towards the end of the year, business operations and revenues were badly hit owing to the spread of the Covid 19 pandemic leading to the shutdown of our Head Office & Branches wef 24 March, 2020. The operations have slowly resumed from early May, 2020 based on Government directives and with compliance of social distancing and other health and safety measures. The disastrous impact of the virus on the Indian economy; as well as the lasting damage to the trade and industry, is likely to be felt during the current year. We continue to monitor the situation.
- 4.07 Apart from this threat, our trading operations are also likely to be adversely impacted by declining growth in several sectors leading to falling demand, severe competition, and low margins.
- 4.08 In compliance with SEBI (Listing Obligations & Disclosure Requirements) (Amendment) Regulations, 2018, details of significant changes in key financial Ratio are given in Annexure-1.

### **5.00 REPORT ON THE PERFORMANCE AND FINANCIAL POSITION OF ISGEC HEAVY ENGINEERING LIMITED (ASSOCIATE COMPANY):**

- 5.01 The turnover of the Associate Company has been higher during the year owing to the record level of orders at the start of the year. This resulted in strong growth in turnover and an increase in profit.
- 5.02 However, the turnover and profit got affected due to the nationwide lockdown starting in middle of March 2020, because of which all the Manufacturing Plants and Offices of the Company and Project Sites were closed. Consequently, a lot of billing of the last part of the year could not be completed.
- 5.03 After the lifting of lockdown, all the factories are working at full capacity. All the project sites are also operational, however labour availability is around 60% and it will take a few months for operations to reach pre-covid levels.
- 5.04 The Associate Company has made various efforts to save costs and increase productivity. These include standardization of components, automation in engineering, value engineering and review of designs and simplification of work.
- 5.05 The Associate Company continued to diversify its Product range to take projects of Industrial Waste Water Treatment & Recycling, and Civil Infrastructure and secured orders.
- 5.06 Investment by Private Sector was low during the year. However, due to infra push, a number of projects came from the Public Sector. Accordingly, customer base of the Division shifted from the Private Sector to the Public Sector. In view of Covid-19, this trend is likely to grow further.
- 5.07 The order book at the start of FY 2021 is satisfactory. However, the impact of Covid-19 on the economy and booking of fresh orders has to be seen.

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## **THE YAMUNA SYNDICATE LIMITED**

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5.08 The Associate Company was in arbitration with a customer Cavite Bio fuel Producers Inc. (CBPI), for which it was executing a contract to design, construct, commission and deliver a bio-refinery project in the Philippines. In settlement of the dispute it acquired CBPI.

5.09 The Associate Company incorporated a Wholly Owned Subsidiary, Isgec Investments Pte. Ltd., Singapore, for the purpose of acquiring CBPI along with its holding companies at a nominal consideration of USD100.

### **6.00 CONSOLIDATED FINANCIAL STATEMENTS:**

6.01 As required under Section 129(3) of the Companies Act, 2013, the Company has prepared consolidated financial statements in respect to the Company and its Associate Company-Isgec Heavy Engineering Limited.

6.02 Further, as required under Rule 5 of the Companies (Accounts) Rules 2014, a statement in Form AOC-1 containing salient features of the financial statement of Associate Company is annexed to the consolidated financial statements.

### **7.00 INDEPENDENT DIRECTORS:**

7.01 All the Independent Directors have furnished declarations that each of them meets the criteria of Independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

### **8.00 POLICY ON DIRECTORS' APPOINTMENT/ REMUNERATION OF DIRECTORS/KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES:**

8.01 The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board, a policy relating to the remuneration for the key managerial personnel and other employees. While formulating the policy, the Committee will ensure that:

- i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

8.02 The Nomination and Remuneration Committee policy is available on the website of the Company [www.yamunasyndicate.com](http://www.yamunasyndicate.com)

### **9.00 COMPOSITION OF AUDIT COMMITTEE:**

9.01 The composition of Audit Committee is as below:-

S.No.	Name of Committee Member	Position
1.	Mrs. Reva Khanna (DIN: 00413270)	Chairman
2.	Mr. Kapil Bhalla (DIN: 00758498)	Member
3.	Mr. Aditya Puri (DIN : 00052534)	Member

9.02 There is no recommendation by the Audit Committee which has not been accepted by the Board.

### **10.00 VIGIL MECHANISM:**

10.01 The Company has established a Vigil Mechanism for Directors and Employees in accordance with Sub-section (9) and (10) of Section 177 of the Companies Act, 2013. Details of Vigil Mechanism are given in the Corporate Governance Report. The Vigil Mechanism has been disclosed on the website of the Company.

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## **THE YAMUNA SYNDICATE LIMITED**

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### **11.00 EXPLANATION OR COMMENTS ON QUALIFICATION ETC., BY AUDITORS AND COMPANY SECRETARY IN PRACTICE:**

- 11.01 There is no qualification, reservation or adverse remark or disclaimer made by the Statutory Auditors in the Auditors' Report or by the Company Secretary in Practice in Secretarial Audit Report needing explanation or comments by the Board.
- 11.02 The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

### **12.00 ANNUAL EVALUATION BY THE BOARD:**

- 12.01 On the recommendation of the Nomination and Remuneration Committee, the Board has finalized a policy specifying manner for effective evaluation of performance of the entire Board, Committees, Independent Directors and Individual Directors. Such Policy is available on the website of the Company.
- 12.02 The method of evaluation, as per the Evaluation Process, is to be done by internal assessment through a detailed questionnaire to be completed by individual directors.
- 12.03 In accordance with the Companies Act and the Listing Requirements, the evaluation is done once in a year, after close of the year and before the Annual General Meeting.

### **13.00 NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:**

- 13.01 Five Board Meetings were held during the year ended 31<sup>st</sup> March, 2020.

### **14.00 DISCLOSURE REGARDING REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013:**

- 14.01 Disclosures regarding remuneration as required under Section 197(12) of the Companies Act, 2013 are annexed as Annexure- 2.

### **15.00 CORPORATE SOCIAL RESPONSIBILITY:**

- 15.01 Pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014, the Company is not required to spend on activities under Corporate Social Responsibility. Therefore the Company has not constituted Corporate Social Responsibility Committee of the Board of Directors.

### **16.00 MAINTENANCE OF COST RECORDS:**

- 16.01 Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the provision of maintenance of cost records is not applicable to the Company as the Company is engaged in trading activity only.

### **17.00 PARTICULARS OF DISCLOSURES UNDER SECTION 134(3) (m) OF THE COMPANIES ACT, 2013:**

- 17.01 The particulars, as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption, are annexed as Annexure- 3.

### **18.00 ANNUAL RETURN:**

- 18.01 The Annual Return is available on the website of the Company [www.yamunasyndicate.com](http://www.yamunasyndicate.com)

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## **THE YAMUNA SYNDICATE LIMITED**

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### **19.00 DETAILS OF DIRECTORS APPOINTED/RESIGNED DURING THE YEAR:**

- 19.01 Mr. Ashvani Madan (DIN : 00337110) was appointed as an Additional Independent Director on 10<sup>th</sup> August, 2019, but he could not continue his directorship and tendered his resignation on 27<sup>th</sup> November, 2019. He confirmed in his resignation letter that there is no material reason for his resignation.
- 19.02 Mr. Kapil Bhalla (DIN: 00758498) was appointed as an Additional Independent Director on the Board as on 14<sup>th</sup> November, 2019.  
Mr. Kapil Bhalla has over 40 years comprehensive experience in managing organizations, finance, and having specialization in dealing with investors and consumers and in advising companies for capital raising strategies and business planning. In the opinion of the Board, he is a person of integrity and possesses relevant expertise and experience and that his association would be of immense benefit to the Company.

### **20.00 DIRECTORS' RESPONSIBILITY STATEMENT:**

- 20.01 Your Directors hereby confirm that:
- (a) In the preparation of the Annual Accounts for the financial year ended March 31, 2020, the applicable Accounting Standards have been followed and there are no material departures;
  - (b) The Directors have selected such accounting policies with the concurrence of the Statutory Auditors and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the financial year;
  - (c) The Directors have taken proper and sufficient care, to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013. They confirm that there are adequate systems and controls for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
  - (d) The Directors have prepared the Annual Accounts on a going concern basis;
  - (e) The Directors have laid down internal financial controls to be followed by the Company, and these financial controls are adequate and are operating effectively; and
  - (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### **21.00 DETAILS OF SIGNIFICANT & MATERIAL ORDERS:**

- 21.01 There is no significant and material order passed by the regulators, courts or tribunals impacting the going concern status and company's operations in future.

### **22.00 RISK MANAGEMENT POLICY:**

- 22.01 The Board has developed and implemented a Risk Management Policy for the Company, including for identifying elements of risk, which, in the opinion of the Board, may threaten the existence of the Company. In terms of the Policy, the operating management, before accepting any order, reviews its conditions, including payment terms, and all steps are taken to mitigate risks.
- 22.02 The Company also takes adequate insurance to protect its assets.



## **THE YAMUNA SYNDICATE LIMITED**

### **23.00 PARTICULARS OF LOANS/GUARANTEES/INVESTMENTS:**

23.01 Particulars of Investment made, Loans given and/or Guarantee/Security provided under Section 186 of the Companies Act, 2013 as at 31<sup>st</sup> March, 2020, are as under:-

Sr. No	Particulars	Face Value per share	No. of Shares		Value (Rs. in Lakhs)
1.	Investment in Equity Shares : Isgec Heavy Engineering Ltd.	Re 1/-	As at 01.04.2019	32965260	3739.93
			Investment during the year	87207	218.09
			As at 31.03.2020	33052467	3958.02
2.	Loan/Guarantee/Security			Nil	Nil

### **24.00 PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

24.01 The Company has formulated a Policy on Materiality of Related Party transactions and also on dealing with Related Party transactions as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy on Related Party transactions has been disclosed on the website of the Company.

24.02 All contracts, arrangements and transactions entered by the Company during the financial year with related parties were in its ordinary course of business and were on arm's length basis.

24.03 The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, are given in the prescribed Form AOC-2, annexed as Annexure-4.

### **25.00 PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORK PLACE:**

25.01 The Company has in place a Policy of Prevention on Sexual Harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has received no complaint during the year in this regard.

### **26.00 REPORT ON CORPORATE GOVERNANCE:**

26.01 Report on Corporate Governance for the year under review, as stipulated under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is annexed as Annexure- 5.

### **27.00 SECRETARIAL AUDIT REPORT:**

27.01 The Board of Directors of the Company has appointed M/s. Rajinder Kumar Bhalla & Associates, Company Secretaries, to conduct the Secretarial Audit.

27.02 Pursuant to Section 204 of the Companies Act, 2013, a Secretarial Audit Report given by Mr. Rajinder Kumar Bhalla of M/s. Rajinder Kumar Bhalla & Associates, Companies Secretaries, is annexed as Annexure-6.

### **28.00 SECRETARIAL STANDARDS:**

28.01 The Company complies with all applicable Secretarial Standards.

### **29.00 INTERNAL FINANCIAL CONTROLS:**

29.01 The Company has adequate internal financial controls with reference to financial statements and these are working effectively.

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## **THE YAMUNA SYNDICATE LIMITED**

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**30.00 MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY AFTER THE CLOSE OF THE YEAR:**

30.01 There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

**31.00 PERSONNEL:**

31.01 The Board wishes to express its appreciation to all the employees of the Company for their contribution to the operations of the Company during the year.

**32.00 INDUSTRIAL RELATIONS:**

32.01 Industrial relations remained peaceful.

**33.00 ACKNOWLEDGEMENTS:**

33.01 Your Directors take this opportunity to thank the Banks, Government Authorities, Regulatory Authorities, and the Shareholders for their continued co-operation and support to the Company.

34.00 With these remarks, we present the Accounts for the year ended 31<sup>st</sup> March, 2020.

By Order of the Board

Place : New Delhi  
Dated : 27.06.2020

(Aditya Puri)	(Reva Khanna)
Director	Director
DIN : 00052534	DIN : 00413270

Encl.: Annexure-1 to Annexure-6.

**Details of significant changes in Key Financial Ratios**

<b>Financial Ratio</b>	<b>Formula</b>	<b>FY 2019-20</b>	<b>FY 2018-19</b>	<b>Percentage variance</b>	<b>Comments</b>
Debtors Turnover	Turnover/Average debtors	19.45	24.67	-21	
Inventory Turnover	Sale of Products/ Average Inventory	9.49	11.94	-20	
Interest Coverage Ratio	Profit before Interest/Interest cost	68.73	14.12	387	
Current Ratio	Current Assets/Current Liabilities	4.80	5.91	-19	
Debt Equity Ratio	Total Liabilities/ Equity	0.11	0.08	38	Current Liabilities as on year ended was increased owing to pending payment of interim dividend, which was disbursed in April, 2020.
Operating Profit Margin	Operating Profit/Total Operating Revenue	2.09%	2.03%	3	
Net Profit Margin	Net Profit/Total Revenue	20.83%	5.07%	311	Profits are higher due to higher dividend Income received during the year in comparison to last year.
Return on net worth	Net Profit/Equity	20.33%	5.81%	250	

**THE YAMUNA SYNDICATE LIMITED**

**Annexure-2**

**PART : A. Particulars of Top 10 employees in terms of remuneration drawn as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as on 31st March 2020**

Sl. No.	Name of Employee	Age	Qualification	Experience in year	Date of commencement of Employment	Designation	Remuneration (Amount in Rs.)	Last Employment held	No. of Shares held in the Company and % to total share capital
1	Mr. P.Sunder	65	BE (Mech.) & PGD (International Marketing)	44	14.02.2018	Chief Executive officer	1200000	M/s. Isgec Heavy Engineering Ltd.	2 Shares
2	Mr. Ashish Kumar	44	B.Com., FCS	18	08.05.2014	Company Secretary	642178	M/s. Isgec Hitachi Zosen Ltd.	0
3	Mr. M.P. Sharma	63	B.A.	41	01.06.1979	Sales Manager	256500	-	0
4	Mr. Mukesh Kamboj	37	B.Com.	14	01.01.2006	Chief Financial Officer	253244	-	0
5	Mr. Raj Kumar	50	B.A.	11	01.06.2009	Sales Representative	247325	-	0
6	Mrs. Karuna Bhola	38	B.A.	13	01.04.2007	Accountant	207542	-	0
7	Mr. Hans Raj	44	12th	13	01.07.2008	Accountant	239511	-	0
8	Mr. Gunjan Sharma	32	12th	7	01.01.2013	Asstt. Personnel Officer	202177	-	0
9	Mr. Mayank Tayal	30	B.Com.	9	23.08.2017	Accountant	199594	TRC Institue of Mgt. & Tech.	0
10	Mr. Bhuwan Chandra	47	12th	27	01.10.1993	senior store keeper	199077	-	0

**Notes :**

- Nature of Employment :** All appointment are contractual and terminatable by notice on either side.
- Other Terms and conditions :** As per Company rules.
- All the employees have adequate experience to discharge the responsibilities assigned to them.
- None of the employees mentioned above is the relative of any director of the Company.
- Remuneration includes, salary, Company's contribution to provident fund, leave travel concession/allowance, leave encashment, Bonus, house rent allowance, medical expenses reimbursement/allowance but excluding gratuity paid or provided. Where it is not possible to ascertain the actual expenditure incurred by the Company in providing perquisites the monetary value of such perquisites has been calculated in accordance with the Income Tax Act, 1961 and the Rules made thereunder.

## THE YAMUNA SYNDICATE LIMITED

Annexure-2

**PART-B. STATEMENT OF INFORMATION TO BE FURNISHED PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 AND RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL RULES, 2014)**

(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	There is no any whole time Executive Director in the Company, therefore such ratio is not applicable.	
(ii)	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	Mr. P.Sunder, Chief Executive Officer	--
		Mr. Ashish Kumar, Company Secretary	13.85%
		Mr. Mukesh Kumar Kamboj, Chief Financial Officer	7.94%

The ratio of remuneration of each director to the median remuneration of the employees and percentage increase in remuneration of each director:

All the Directors including Independent Directors do not receive any remuneration other than sitting fees and commission. Details of sitting fees and commission paid to them are given in the report on Corporate Governance forming part of Annual Report and hence, are not included in the above table.

(iii)	The percentage increase in the median remuneration of employees in the financial year;	4.13%
(iv)	The number of permanent employees on the rolls company;	37 employees as on March 31, 2020 (36 employees as on March 31, 2019)
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	The average increase in salaries of employees other than managerial personnel in 2019-20 was 4.90%. Percentage Increase in Managerial Remuneration for the year is 4.84%.
(vi)	Affirmation that the remuneration is as per the remuneration policy of the company.	Remuneration is paid as per the remuneration policy of the Company.

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## THE YAMUNA SYNDICATE LIMITED

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### Annexure-3

**INFORMATION RELATING TO ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, & FOREIGN EXCHANGE EARNINGS AND OUTGO FORMING PART OF DIRECTORS' REPORT IN TERMS OF SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014**

**(a) Conservation of energy**

(i)	the steps taken or impact on conservation of energy and for utilizing alternate sources of energy and the capital investment on energy conservation equipments	The Company has taken steps to conserve energy through the installation of highly efficient LED Light fittings & energy efficient ceiling fans, switching off lights and air conditioners in locations where no one is seated. Frequent sensitization meetings are conducted, and conservation efforts are closely monitored.
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**(b) Technology absorption**

(i)	the efforts made towards technology absorption	The Company is engaged in trading activities only, therefore no step is required to be taken in this regard.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- (a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed;(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
(iv)	the expenditure incurred on Research and Development	

**(c) Foreign exchange earnings and Outgo**

The Foreign Exchange earned in terms of actual inflows during the year: Nil

The Foreign Exchange outgo during the year in terms of actual outflows: Nil

## THE YAMUNA SYNDICATE LIMITED

Annexure – 4

### FORM NO. AOC.2

*(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

1. **Details of contracts or arrangements or transactions not at arm's length basis :** No such transactions

2. **Details of material contracts or arrangement or transactions at arm's length basis:**

Sl. No.	(a) Related party		(b) Nature of contracts/arrangements/ transactions	(c) Duration of the contracts/arrangements/ transactions	(d) Salient terms of the contracts or arrangements including the value, if any	(e) Date(s) of approval by the Board, if any:	(f) Amount paid as advances, if any:
	Name(s)	Nature of Relationship					
1.	Isgec Heavy Engineering Ltd.	Public company in which Directors and their relatives hold more than 2% of paid up Share Capital and Associate Company.	Sale of Goods & Services	1 Year	Sale of Lubricants/oil/Batteries/ Electrical goods etc. for Rs.97.79 lakhs during the year.		Nil
2.	Isgec Heavy Engineering Ltd.	Public company in which Directors and their relatives hold more than 2% of paid up Share Capital and Associate Company.	Availing of Services	1 Year	Services availed for Rs. 12.25 lakhs during the year.		Nil
3.	Isgec Heavy Engineering Ltd.	Public company in which Directors and their relatives hold more than 2% of paid up Share Capital and Associate Company	Rent paid	1 Year	Rent Paid for Rs. 3.00 lakhs paid during the year		Nil
4.	Isgec Heavy Engineering Ltd.	Public company in which Directors and their relatives hold more than 2% of paid up Share Capital and Associate Company	Dividend Received	1 Year	Dividend Received Rs. 1153.78 lakhs during the year		Nil

**THE YAMUNA SYNDICATE LIMITED**

Sl. No.	(a) Related party		(b) Nature of contracts/arrangements/transactions	(c) Duration of the contracts/arrangements/transactions	(d) Salient terms of the contracts or arrangements or transactions including the value, if any	(e) Date(s) of approval by the Board, if any:	(f) Amount paid as advances, if any:
	Name(s)	Nature of Relationship					
5.	Saraswati Sugar Mills Ltd.	Body corporate whose Board of Directors is accustomed to act in accordance with the advice of directors and subsidiary of Associate company	Sale of Goods & Services	1 Year	Sale of Lubricants/oil/Batteries/ Electrical goods etc. for Rs. 330.24 lakhs during the year and services availed for Rs. 0.27 lakhs		Nil
6.	Isgec Titan Metal Fabricators Pvt. Ltd.	Body corporate whose Board of Directors is accustomed to act in accordance with the advice of directors and subsidiary of Associate company	Sale of Goods & Services	1 Year	Sale of Lubricants/oil/Batteries/ Electrical goods etc. for Rs. 0.38 lakhs during the year		Nil
7.	Jullundur Motors Agency (Delhi) Limited	Public company in which Directors and their relatives hold more than 2% of paid up Share Capital	Purchase of Goods & Services	1 Year	Purchase of spare parts for Rs. 0.43 lakhs during the year.		Nil
8.	Mr. Ranjit Puri	Chairman	Interest on Fixed Deposits	1 Year	Interest on Fixed Deposits paid/credited Rs. 20.11 lakhs during the year.		Nil
			Remuneration and Director's sitting fee	1 Year	Rs. 15,000/-		



**THE YAMUNA SYNDICATE LIMITED**

Sl. No.	(a) Related party		(b) Nature of contracts/arrangements /transactions	(c) Duration of the contracts/arrangements/ transactions	(d) Salient terms of the contracts or arrangements or transactions including the value, if any	(e) Date(s) of approval by the Board, if any:	(f) Amount paid as advances, if any:
	Name(s)	Nature of Relationship					
9.	Mr. Aditya Puri	Director	Remuneration and Director's sitting fee	1Year	Rs. 15,000/-		Nil
10.	Mrs. Reva Khanna	Director	Remuneration and Director's sitting fee	1Year	Rs. 15,000/-		Nil
11.	Mr. Kapil Bhalla	Director (Appointed during the year)	Remuneration and Director's sitting fee	14.11.2019 to 31.03.2020	Rs. 3,904/-		Nil
12.	Mr. D.D. Sharma	Director (Retired during the year)	Remuneration and Director's sitting fee	01.04.2019 to 10.08.2019	Rs. 3,808/-		Nil
13.	Mr. Vinod K. Nagpal	Director (Retired during the year)	Remuneration and Director's sitting fee	01.04.2019 to 10.08.2019	Rs. 3,808/-		Nil
14.	Mr. Ashvani Madan	Director (Appointed and Resigned during the year)	Remuneration and Director's sitting fee	10.08.2019 to 27.11.2019	Rs. 3,507/-		Nil

# THE YAMUNA SYNDICATE LIMITED

Annexure-5

## Report on Corporate Governance

### 1. A brief statement on Company's philosophy on Code of Governance:

- (a) The Company's philosophy on Code of Governance is to comply with the requirements of disclosures and also principles of Corporate Governance, as mentioned in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) and amendments thereof.
- (b) The Company also fulfills its obligations of compliance with regard to appointment of Compliance Officer, filing on electronic platform and with Stock Exchange; and publishing in newspapers.

### 2. Board of Directors:

#### (a) Composition and Category of Directors:

The composition of the Board is in compliance with the Regulation 17 of LODR. The Board comprises of a Non-Executive-Non-Independent-Chairman (Promoter), one Non-Executive-Non-Independent-Director (Promoter) and two Non-Executive Independent Directors.

- (b)&(c) Attendance of each Director at the Board Meetings and at the last Annual General Meeting and number of other Boards or Board Committees in which he/she is a Member or Chairperson:-

Name of the Director	No. of Board Meetings attended	Whether attended the last Annual General Meeting	Directorships and Committee Memberships in other companies as disclosed			
			Public	Private	Committee Member ship	Committee Chairman ship
Non-Executive Chairperson & Promoter						
Mr. Ranjit Puri	5	Yes	4	-	2	3
Non-Executive Director & Promoter						
Mr. Aditya Puri	5	Yes	6	4	5	1
Non-Executive Independent Directors						
Mrs. Reva Khanna	5	Yes	1	1	3	-
Mr. Kapil Bhalla(*)	1	No	-	2	-	-

(\*) Mr. Kapil Bhalla was appointed as Additional Independent Director w.e.f. 14.11.2019.

**Note:** During the year: 1. Mr. Vinod K. Nagpal and Mr. D.D.Sharma, Independent Directors retired w.e.f. 10.08.2019 on completion of their tenure. 2. Mr. Ashvani Madan was appointed as Additional Director as on 10.08.2019, but he could not continue his directorship and resigned on 27.11.2019.

## THE YAMUNA SYNDICATE LIMITED

Name of other Listed Public Limited Companies, where the Directors of the Company are Directors and category of Directorship:-

Sr. No.	Name of the Director	Name of the Listed Entity	Category of Directorship
1	Mr. Ranjit Puri	Isgec Heavy Engineering Ltd.	Non-Executive-Non-Independent Director
		Jullundur Motor Agency (Delhi) Ltd.	Non-Executive-Non-Independent Director
2.	Mr. Aditya Puri	Isgec Heavy Engineering Ltd.	Non-Executive-Non-Independent Director

(d). Number of Board Meetings held and dates on which held:

Five Board Meetings were held on the following dates during the year:-

- May 30, 2019
- August 10, 2019
- November 14, 2019
- February 13, 2020
- March 23, 2020

(e). Disclosure of relationships between directors inter-se:

- Mr. Ranjit Puri, Chairperson is father of Mr. Aditya Puri, Director.
- Mr. Aditya Puri, Director is son of Mr. Ranjit Puri, Chairperson.
- No other Director is related inter-se.

(f). Number of shares held by Non-executive independent directors:

Sl.No.	Name of Director	Number of Shares held
01	Mrs. Reva Khanna	Nil
02	Mr. Kapil Bhalla	Nil

(g). Web link where details of familiarization programmes imparted to independent directors is disclosed:

[http://www.yamunasyndicate.com/downloads/Familiarization Programme for Independent\\_Directors.pdf](http://www.yamunasyndicate.com/downloads/Familiarization%20Programme%20for%20Independent_Directors.pdf)

(h). Skills/Expertise/Competencies of the Board of Directors:

i) The following is the list of core skills/expertise/competencies identified by the Board of Directors as required in the context of the Company's business :

- Knowledge on Company's businesses, policies & culture, major risks/threats & potential opportunities and knowledge of the industry in which the Company operates;
- Business Strategy, Sales & Marketing, Corporate Governance, Administration, Decision making;

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## THE YAMUNA SYNDICATE LIMITED

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- Behavioral skills-attributes and competencies to use their knowledge & skills to contribute effectively to the growth of the Company;
- Financial and Management skills, Legal Knowledge;
- Professional skill and specialized knowledge in relation to Company's business.

ii) Names of directors who have such skills/expertise/competence :

The said skills are available with all the Board Members. Mr. Ranjit Puri and Mr. Aditya Puri have expertise in Business strategy & Management, Administration and Decision making whereas Mrs Reva Khanna has accounting and financial management expertise and Mr. Kapil Bhalla is also expert in financial management and sale & marketing.

(i) Confirmation that in the opinion of the Board, the Independent Directors fulfill the conditions specified in these regulations and are independent of management:

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 & Listing Regulations, In the opinion of the Board, the Independent Directors fulfill the conditions specified in these regulations and are independent of the Management.

(j) Detailed reason for the resignation of an Independent Director before expiry of tenure:

Mr. Ashvani Madan was appointed as an Additional Independent Director w.e.f. 10<sup>th</sup> August, 2019, but he could not continue his directorship and tendered resignation on 27<sup>th</sup> November, 2019. He had mentioned reason for resignation in his resignation letter that he is required to travel frequently, and usually for extended periods of time. As a result, he might not be able to devote the requisite time and attention for fulfilling the responsibility bestowed on him as a Director. He further reiterated and confirmed that there is no material reason whatsoever for his resignation.

### 3. Audit Committee:

(a) Brief description of terms of reference:

The Board has specified in writing the terms of reference in accordance with Section 177 (4) of the Companies Act, 2013. In addition, the Audit Committee keeps in view its role as provided under Part-C of Schedule-II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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**THE YAMUNA SYNDICATE LIMITED**

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(b)&(c) Composition, name of members, chairperson and meetings & attendance during the year:

Sl. No	Name of the Committee Member	No. of meetings attended	Number of Meetings and Dates of Meeting held	
			Number of Meetings	Date of Meetings
1.	Mr. Vinod K. Nagpal, Chairperson (Non-Executive-Independent Director) <i>(Retired w.e.f. 10.08.2019)</i>	2	4	May 30, 2019 August 10, 2019 November 14, 2019 February 13, 2020
2.	Mr. Dev Datt Sharma (Non-Executive-Independent Director) <i>(Retired w.e.f. 10.08.2019)</i>	2		
3.	Mr. Aditya Puri (Non-Executive-Non-Independent Director)	4		
4.	Mrs. Reva Khanna, Chairperson (Non-Executive-Independent Director) <i>(appointed as Chairperson w.e.f. 10.08.2019)</i>	4		
5.	Mr. Ashvani Madan ((Non-Executive-Independent Director) <i>(Appointed as member w.e.f. 10.08.2019 and ceased to member w.e.f.14.11.2019)</i>	1		
6.	Mr. Kapil Bhalla ((Non-Executive-Independent Director) <i>(Appointed as member w.e.f. 14.11.2019)</i>	1		

Mr. Ashish Kumar, Company Secretary, is the Secretary of the Audit Committee.

**4. Nomination and Remuneration Committee:**

(a) Brief description of terms of reference:

The terms of reference of Nomination and Remuneration Committee are to perform the functions as provided under sub section (2), (3) & (4) of section 178 of the Companies Act, 2013. In addition, the Nomination and Remuneration Committee keeps in view its role as specified in Part-D of Schedule-II of LODR.

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**THE YAMUNA SYNDICATE LIMITED**

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(b)&(c) Composition, name of members, chairperson and meetings and attendance during the year:

Sl. No	Name of the Committee Member	No. of meetings attended	Number of Meetings and Dates of Meeting held	
			Number of Meetings	Date of Meetings
1.	Mr. Vinod K. Nagpal, Chairperson (Non-Executive-Independent Director) <i>(Retired w.e.f. 10.08.2019)</i>	1	2	August 10, 2019 November 14, 2019
2.	Mr. Dev Datt Sharma (Non-Executive-Independent Director) <i>(Retired w.e.f. 10.08.2019)</i>	1		
3.	Mr. Aditya Puri (Non-Executive-Non-Independent Director)	2		
4.	Mrs. Reva Khanna, Chairperson (Non-Executive-Independent Director) <i>(Appointed as Chairperson w.e.f. 10.08.2019)</i>	1		
5.	Mr. Ashvani Madan ((Non-Executive-Independent Director) <i>(Appointed as member w.e.f. 10.08.2019 and ceased to member w.e.f.14.11.2019)</i>	1		
6.	Mr. Kapil Bhalla ((Non-Executive-Independent Director) <i>(Appointed as member w.e.f. 14.11.2019)</i>	Nil		

Mr. Ashish Kumar, Company Secretary, is the Secretary of the Nomination and Remuneration Committee.

(d) Performance evaluation criteria for Independent Directors:

The evaluation process formulated by the Nomination and Remuneration Committee provides criteria for evaluation of Independent Directors is in accordance with the Guidance Note issued by SEBI vide Circular dated January 05, 2017.

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## THE YAMUNA SYNDICATE LIMITED

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### 5. Details of remuneration paid to Non-Executive Directors:

Sl. No.	Name of Director	Nature of Payment		Total Amount (Rs.)
		Remuneration	Sitting Fee	
1.	Mr. Ranjit Puri	5,000	10,000	15,000
2.	Mr. Aditya Puri	5,000	10,000	15,000
3.	Mr. Vinod K. Nagpal	1,808	2,000	3,808
4.	Mr. Dev Datt Sharma	1,808	2,000	3,808
5.	Mrs. Reva Khanna	5,000	10,000	15,000
6.	Mr. Ashvani Madan	1,507	2,000	3,507
7.	Mr. Kapil Bhalla	1,904	2,000	3,904

No remuneration other than sitting fee and commission as aforesaid is paid to all the non-executive Directors. There has been no pecuniary relationship or transactions between the Company and non-executive Directors during the year 2019-20. There are no stock options available/issued to any non-executive Directors of the Company. There are no convertible instruments issued to any of the non-executive Directors of the Company.

### 6. Stakeholders Relationship and Grievances Committee:

(a) Composition, Name of Members and Chairman:

Sl. No.	Name of Committee Member	Position
1.	Mr. Vinod K. Nagpal (Non-Executive-Independent Director)	Chairperson <i>(Retired w.e.f. 10.08.2019)</i>
2.	Mr. Ranjit Puri (Non-Executive-Non-Independent Director)	Chairperson <i>(Appointed as Chairperson w.e.f. 10.08.2019)</i>
3.	Mr. Dev Datt Sharma (Non-Executive-Independent Director)	Member <i>(Retired w.e.f. 10.08.2019)</i>
4.	Mr. Aditya Puri (Non-Executive-Non-Independent Director)	Member
5.	Mrs. Reva Khanna (Non-Executive-Independent Director)	Member <i>(appointed as member w.e.f. 10.08.2019)</i>

(b) Name and designation of Compliance Officer:

Mr. Ashish Kumar, Company Secretary

(c) Number of Shareholders' complaints received so far: Nil.

(d) Number of complaints not solved to the satisfaction of Shareholders: Nil.

(e) Number of pending complaints: Nil.

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## THE YAMUNA SYNDICATE LIMITED

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### 7. General Body Meetings:

(a) Location and time where last three Annual General Meetings (AGM) held:

Date	Location	Time
September 9, 2017	Office premises of Saraswati Sugar Mills Limited, Radaur Road, Yamunanagar-135001.	11.00 A.M.
August 7, 2018		11.00 A.M.
August 10, 2019		11.00 A.M.

(b) Whether any Special Resolution passed in the previous three AGM: Yes.

- (i) Special Resolutions regarding re-appointment of Mr. Vinod K. Nagpal and Mr. Dev Datt Sharma as Independent Directors 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 was passed in the AGM held on September 9, 2017.
- (ii) Special Resolution regarding alteration in Articles of Association of the Company in accordance with Section 14 of the Companies Act, 2013 was passed in the AGM held on September 9, 2017.
- (iii) Special Resolution for increase in Authorized Share Capital of the Company in accordance with Section 13, 14, 61, 64 and all other applicable provisions of the Companies Act, 2013 was passed in the AGM held on September 9, 2017.

(c)&(d) Whether any Special Resolution passed last year through postal ballot and detail of voting pattern :  
No

(e) Whether any Special Resolution is proposed to be conducted through postal ballot: No.

(f) Procedure for postal ballot Not Applicable

### 8. Means of Communication

(a) Quarterly/Annual Results:

Yes, Published in Newspaper.

(b) Newspapers wherein results normally published:

(i) Business Standard (English) and

(ii) Business Standard (Hindi).



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## **THE YAMUNA SYNDICATE LIMITED**

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(c) Any website, where displayed:

(i) On Company's website: [www.yamunasyndicate.com](http://www.yamunasyndicate.com)

(ii) On BSE's website: [www.bseindia.com](http://www.bseindia.com)

(d) Whether it also displays official news releases:

There was no official news release.

(e) The presentations made to institutional investors or to the analysts:

No presentation was made to institutional investors or to the analysts.

### **9. General Shareholder information:**

(a) Annual General Meeting date, time and venue:

Annual General Meeting will be held on Thursday, September 24, 2020 at 11.00 a.m. 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.

(b) Financial Year:

April 1, 2019 to March 31, 2020.

(c) Dividend Payment Date:

Interim Dividend was paid on April 13, 2020.

(d) Listing on Stock Exchange:

The equity shares of the Company are Listed on Bombay Stock Exchange (BSE) at Ground Floor, P.J. Tower, Dalal Street, Mumbai-400001 with effect from March 1, 2018.

It is confirmed that Payment of Annual Listing Fee for Financial year 2020-21 has been made by the Company to stock exchange.

(e) Stock Code:

The Stock Code Number is ISIN – INE868X01014.

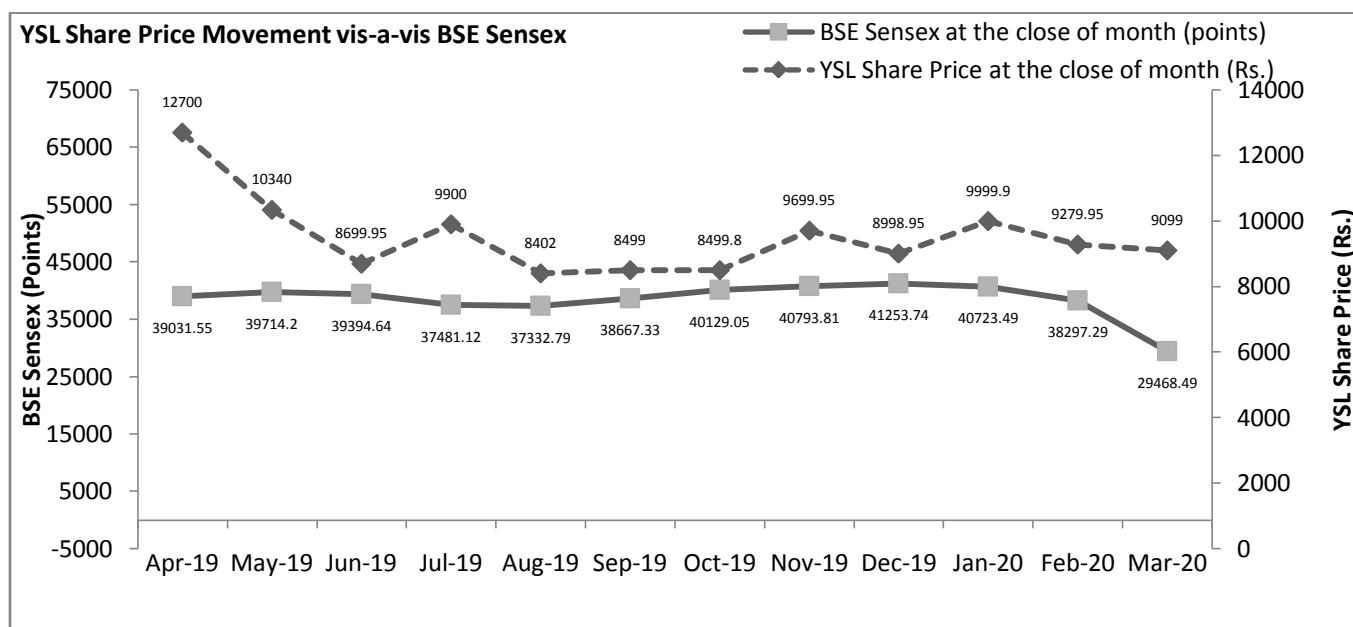
BSE has allotted scrip name as YSL and scrip code as 540980.

## THE YAMUNA SYNDICATE LIMITED

- (f) Stock Market Price Data: High and Low during each month in the year on BSE:

Month	Bombay Stock Exchange	
	Lowest (Rs.)	Highest (Rs.)
April, 2019	12700.00	12700.00
May, 2019	10340.00	10340.00
June, 2019	8699.95	8699.95
July, 2019	9900.00	9900.00
August, 2019	8402.00	8402.00
September, 2019	8499.00	8499.00
October, 2019	8499.80	8499.80
November, 2019	9699.95	9699.95
December, 2019	8998.95	9200.00
January, 2020	9999.90	9999.90
February, 2020	9279.95	9281.95
March, 2020	9099.00	9099.00

- (g) Share Price Performance in comparison to BSE Sensex:



- (h) Securities suspended from trading: Not Applicable

- (i) Registrar and Transfer Agents:

M/s. Alankit Assignments Limited, 'Alankit House' 4E/2, Jhandewalan Extension, New Delhi – 110055. Phone: +91-11-42541234, Email: rta@alankit.com

- (j) Share Transfer System:

The share transfers are attended, registered and returned within 15 days from the date of receipt, if the documents are in order in all respects.

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**THE YAMUNA SYNDICATE LIMITED**

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(k) Distribution of shareholding:

The Distribution of shareholding as on March 31, 2020:

Shareholding of Nominal Value (Rupees)	Shareholders		Share Amount	
	Number	% of Total	(Amount in Rs.)	% of Total
Upto 5000	258	78.66	3,11,800	1.01
5,001 – 10,000	28	8.54	2,04,600	0.66
10,001-20,000	19	5.79	2,65,900	0.87
20,001-30,000	4	1.22	97,600	0.32
30,001-40,000	6	1.83	2,08,900	0.68
40,001-50,000	1	0.30	40,400	0.13
50,000-1,00,000	0	0	0	0
1,00,001 and above	12	3.66	2,96,07,300	96.33
<b>TOTAL</b>	<b>328</b>	<b>100.00</b>	<b>3,07,36,500</b>	<b>100.00</b>

Shareholding Pattern as on March 31, 2020:

Category	No of Shareholders	No. of Shares held	Percentage
Promoters	5	230111	74.87
FII's, Banks & Mutual Funds	2	94	0.03
Others (Public)	321	77160	25.10

(l) Dematerialization of shares and liquidity:

98.31% of share capital has been dematerialized as on March 31, 2020.

(m) Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity:

There are no outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments and therefore there is no impact on equity.

(n) Foreign exchange risk and hedging activities:

The Company has not been involved in such activities.

(o) Plant and Business locations:-

Location	Business	Address
Yamunanagar (Haryana)	Trading in Batteries, Indian Oil Industrial Lubricants, Petrol Pump, Electrical Goods, Agriculture Products.	Radaur Road, Yamunanagar-135001
	Trading in Electrical Goods	41/75, Thapar Colony, Workshop Road, Yamunanagar-135001
Nerchowk (Himachal Pradesh)	Trading in Automotive Lubes	Ratti Road, Nerchowk, Distt. Mandi-175 002

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## THE YAMUNA SYNDICATE LIMITED

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(p) Address for correspondence:

**Registered Office:** Radaur Road,  
Yamunanagar-135 001, Haryana.  
Tel: +91-1732-255479  
Email: [companysecretary@yamunasyndicate.com](mailto:companysecretary@yamunasyndicate.com)

(q) List of Credit Rating obtained by the entity along with any revisions thereto during the financial year:-

Name of Credit Rating Agency: M/s. ICRA Ltd.

Limits		Rating	Scale
Cash Credit Limits (With Punjab National Bank)	Rs. 4.50 Crore	[ICRA]BBB (stable)	Long-term
Bank Guarantee Limits (Unallocated)	Rs. 5.70 Crore	[ICRA]BBB (stable)	Long-term
		[ICRA] A2	Short-term

There is no change in above Credit Rating during the financial year.

### 10. **Disclosures:**

(a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of the company at large: Nil.

(b) Details of non-compliance by the company, penalties, strictures imposed on the company by Bombay Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years: None.

(c) Vigil Mechanism:

The Company has established the Vigil Mechanism for Directors and Employees to report genuine concerns or grievances and instances of leak of Unpublished Price Sensitive Information (UPSI). The Audit Committee of the Company oversees the Vigil Mechanism. The Vigil Mechanism has been disclosed on website of the Company.

(d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all the mandatory requirements.

(e) Subsidiary Company:

The Company has no any subsidiary company.

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## THE YAMUNA SYNDICATE LIMITED

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(f) Related Party Transactions:

The Company has formulated a Policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions which is disclosed on the Company's website at web link namely <http://www.yamunasyndicate.com/PolicyonRelatedPartyTransaction.html>

(g) Disclosure of commodity price risks and commodity hedging activities:

The Company is involved in trading activities only and is not involved in commodity hedging activities.

(h) Details of Utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A): Not Applicable

(i) A Certificate from Practicing Company Secretary that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such statutory authority :

All the Directors of the Company have submitted declaration stating that they are not debarred or disqualified by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such Statutory authority from being appointed or continuing as Director of Companies.

A compliance certificate from Mr. R.K Bhalla, Practicing Company Secretary pursuant to the requirement of Schedule V to the Listing Regulations regarding compliance of conditions of Corporate Governance is enclosed as **Annexure-I**

(j) Instances where the Board had not accepted any recommendation of any committee of the board which is mandatorily required: No such requirement and instances.

(k) Total fees for all service paid on a consolidated basis, to the statutory auditors and all entities in the network firm/network entity of which the statutory auditors are a part:

Rs. 2,25,000/- was paid as Audit fees and Rs. 41,500/- was paid in the other capacity to the Statutory Auditors during the financial year.

(l) Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

No complaint filed, disposed and/or pending during the year.

11. Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:  
Nil

12. Discretionary requirement complied with as specified in Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: Nil

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**THE YAMUNA SYNDICATE LIMITED**

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**13. Disclosures of the compliance with corporate governance requirement specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

All disclosures which are applicable are complied with by the Company.

As required under Para D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I declare that all the members of Board of Directors and Senior Management personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management, during the year ended March 31, 2020.

**Dated: 27.06.2020**

**P.Sunder  
Chief Executive Officer**

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# **THE YAMUNA SYNDICATE LIMITED**

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**Annexure-1**

## **CERTIFICATE ON CORPORATE GOVERNANCE**

**To**

**The Members of The Yamuna Syndicate Limited**

We have examined the Compliance of conditions of Corporate Governance by The Yamuna Syndicate Limited (“the Company”) for the year ended 31<sup>st</sup> March, 2020 as stipulated under Regulation 17 to 27, clauses (b) to (i) of sub-regulation (2) of 46, para C, D and E of Schedule V and any other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Regulations) Regulations, 2015 (“Listing Regulations”) as amended from time to time, with the relevant records/documents maintained by the Company furnished to us for our review and report on Corporate Governance as approved by the Board of Directors.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit, nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and representation made by the Directors and the management, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in the above mentioned SEBI Listing Regulations, 2015 as amended from time to time.

We further certify that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Companies Securities Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.

We further state that such compliance is neither an assurance as the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For R.K.Bhalla & Associates**  
Company Secretaries

Place: Yamuna Nagar  
Date: 25.06.2020

**Rajinder Kumar Bhalla**  
(Proprietor)

ACS No: 10525  
CP No: 7360  
UDIN : A010525B000377936

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**THE YAMUNA SYNDICATE LIMITED**

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Annexure-6

FORM NO. MR-3

**SECRETARIAL AUDIT REPORT**

**For The Financial Year Ended on 31st March, 2020**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

**To,**  
**The Members,**  
**The Yamuna Syndicate Limited**  
**(CIN : L24101HR1954PLC001837)**  
**Radaur Road, Yamuna Nagar-135001 (Haryana)**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **The Yamuna Syndicate Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2020**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **The Yamuna Syndicate Limited** for the financial year ended on **31st March, 2020** according to the applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act) viz. :
  - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendment thereof;
  - (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



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## THE YAMUNA SYNDICATE LIMITED

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- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Guidelines, 2014;
  - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
  - (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and amendment thereof;
  - (j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.
- (vi) Following are some other laws and amendments thereof specifically applicable to the company:
- (a) Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and Rules made thereunder;
  - (b) Employees' State Insurance Act, 1948, and rules made thereunder;
  - (c) Payment of Wages Act, 1936, and rules made there under;
  - (d) Minimum Wages Act, 1948;
  - (e) Payment of Bonus Act, 1965;.
  - (f) The Standards of Weights and Measures Act, 1976.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with Bombay Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above, which were applicable to the company.

I further report that:

- (1) The Board of Directors of the Company is duly constituted with proper balance of Non- Executive Directors and Independent Directors. The Changes in the composition of the Board of Directors/Committees that took place during the period under review were carried out in compliance with the provisions of the Act.
- (2) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent within prescribed time period and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation of the meeting. All decisions of the board were taken unanimously and there is no dissent from directors during the audit period.

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## **THE YAMUNA SYNDICATE LIMITED**

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I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Further, I report that there were no instances of:

- I. Public/Right/Preferential issue of shares / debentures/ sweat equity etc.
- II. Redemption / buy back of securities.
- III. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- IV. Merger/amalgamation/reconstruction, etc.
- V. Foreign technical collaborations.

**For R.K.Bhalla & Associates**  
Company Secretaries

Place: Yamuna Nagar  
Date: 25.06.2020

**Rajinder Kumar Bhalla**  
(Proprietor)  
ACS No: 10525  
CP No: 7360  
UDIN: A010525B000377859

Note : This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

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**THE YAMUNA SYNDICATE LIMITED**

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**ANNEXURE A**

**To,  
The Members,  
The Yamuna Syndicate Limited  
Radaur Road, Yamuna Nagar-135001  
(Haryana)**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For R.K.Bhalla & Associates**  
Company Secretaries

Place: Yamuna Nagar  
Date: 25.06.2020

**Rajinder Kumar Bhalla**  
(Proprietor)  
ACS No: 10525  
CP No: 7360

**BUSINESS RESPONSIBILITY STATEMENT**

**SECTION A: GENERAL INFORMATION ABOUT THE COMPANY**

1. **Corporate Identity Number (CIN) of the Company** : L24101HR1954PLC001837
2. **Name of the Company** : The Yamuna Syndicate Limited
3. **Registered address** : Radaur Road, Yamunanagar-135001, Haryana (India).
4. **Website**: [www.yamunasyndicate.com](http://www.yamunasyndicate.com)
5. **E-mail id** : [companysecretary@yamunasyndicate.com](mailto:companysecretary@yamunasyndicate.com)
6. **Financial Year reported** : Year ended 31.03.2020
7. **Sector(s) that the Company is engaged in (industrial activity code-wise):**

<u>Code*</u>	<u>Sector</u>
614 :	Wholesale trade in Mobile Oil and allied Products.
639 :	Wholesale trade in batteries
641 :	Retail trade in motor fuels
675 :	Retail trade in household electric equipments
681 ;	Retail trade in pesticides

*\*As per NIC 1987 Classification.*

8. **List three key products/services that the Company manufactures/provides (as in balance sheet):**
  - (1) Trading in Oil & Lubricants
  - (2) Trading in agriculture products
  - (3) Trading in batteries & UPS
9. **Total number of locations where business activity is undertaken by the Company:**
  - (a) **Number of International Locations (Provide details of major 5):** No such locations.
  - (b) **Number of National Locations:**

The Company has its Registered Office in Yamunanagar, Haryana. The Company has its Sales offices in Distt. Yamunanagar, Haryana and one sale office in Nerchowk, Distt. Mandi (Himachal Pradesh).

10. **Markets served by the Company – Local/State/National/International** : Local and State

**SECTION B: FINANCIAL DETAILS OF THE COMPANY**

1. **Paid up Capital (INR)** : 307.65 lakhs
2. **Total Turnover (INR)** : 5111.92 lakhs
3. **Total profit after taxes (INR)** : 1334.57 lakhs (including Dividend Income of Rs. 1153.78 lakhs)
4. **Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)** :  
Not Applicable
5. **List of activities in which expenditure in 4 above has been incurred:-** Not Applicable

**SECTION C: OTHER DETAILS**

1. **Does the Company have any Subsidiary Company/ Companies?** : No.
2. **Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company?**  
**If yes, then indicate the number of such subsidiary company(s)** :  
Not Applicable
3. **Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]:** No

**SECTION D: BR INFORMATION****1. Details of Director/Directors responsible for BR****(a) Details of the Director/Director responsible for implementation of the BR policy/policies:**

1. **DIN Number** : Not Applicable
2. **Name** : Mr. P.Sunder
3. **Designation** : Chief Executive Officer under supervision of the Board of Directors

**(b) Details of the BR head**

No.	Particulars	Details
1	DIN Number (if applicable)	Not Applicable
2	Name	Mr. P.Sunder
3	Designation	Chief Executive Officer
4	Telephone number	01732-255479
5	E-mail id	<a href="mailto:ceo@yamunasyndicate.com">ceo@yamunasyndicate.com</a>

## THE YAMUNA SYNDICATE LIMITED

### 2. Principle-wise (as per NVGs) BRPolicy/policies:

P1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
P2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
P3	Businesses should promote the wellbeing of all employees.
P4	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
P5	Businesses should respect and promote human rights.
P6	Business should respect, protect, and make efforts to restore the environment.
P7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
P8	Businesses should support inclusive growth and equitable development.
P9	Businesses should engage with and provide value to their customers and consumers in a responsible manner.

#### (a) Details of compliance (Reply in Y/N)

No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1	Do you have a policy/ policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in Consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards? If yes, specify? (50 words)	No								
4	Has the policy being approved by the Board? Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Mandatory Policies under the Indian Laws and Regulations have been adopted by the Board and other Policies are approved by the Management and signed by the authorized officers								
5	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	The implementations of Policies are reviewed by Management and also by the Internal Audit Department.								

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**THE YAMUNA SYNDICATE LIMITED**

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No.	Questions	P	P	P	P	P	P	P	P	P	
		1	2	3	4	5	6	7	8	9	
6	Indicate the link for the policy to be viewed online?	<p>The mandatory Policies such as Code of Conduct, Vigil Mechanism, Policy on related party transactions and Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI) are available on the Company's Website <a href="http://www.yamunasyndicate.com">www.yamunasyndicate.com</a></p> <p>Other Policies such as Safety Policy, Quality Policy, Risk Management Policy and Employee related Policies are available on Company's Internal Network or circulated to the concerned.</p>									
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes									
8	Does the company have in-house structure to implement the policy/ policies.	Yes									
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Yes									
10	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Policies are periodically evaluated internally.									

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**THE YAMUNA SYNDICATE LIMITED**

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- (b) If answer to the question at serial number 1 against any principle, is ‘No’, please explain why: (Tick up to 2 options) : Not Applicable

No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1	The company has not understood the Principles									
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The company does not have financial or manpower resources available for the task									
4	It is planned to be done within next 6 Months									
5	It is planned to be done within the next 1 year									
6	Any other reason (please specify)									

**3. Governance related to BR**

- (a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year

Chief Executive Officer reviews various aspects of the policy on an ongoing basis

- (b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

This is published as part of the Annual Report and is available on our website [www.yamunasyndicate.com](http://www.yamunasyndicate.com)



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## **THE YAMUNA SYNDICATE LIMITED**

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### **SECTION E: PRINCIPLE-WISE PERFORMANCE**

#### **Principle 1**

- 1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/Others?**

Yes

- 2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

During the year under review the Company has not received any complaint.

#### **Principle 2**

- 1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.**

The Company is engaged in trading activity only, therefore not applicable to the Company.

- 2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional):**

- (a) Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?**

Not Applicable

- (b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?**

The Company is engaged in trading activity only, therefore no such data is relevant.

- (c) Does the company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.**

The Company makes efforts to engage with suppliers for developing them to improve their business and quality with the support of its Vendor Development Programmes.

- (d) Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?**

The Company strives to procure goods and services of the required quality from vendors located near to its sale offices, where ever possible.

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## THE YAMUNA SYNDICATE LIMITED

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3. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

The Company deals in trading of batteries. Batteries scrap as collected are sold to the battery manufacturer for recycling.

### Principle 3

1. Please indicate the Total number of employees. 37 (Thirty Seven)
2. Please indicate the Total number of employees hired on temporary/contractual/casual basis: 18 (Eighteen)
3. Please indicate the Number of permanent women employees. 1 (one)
4. Please indicate the Number of permanent employees with disabilities : None
5. Do you have an employee association that is recognized by management. No
6. What percentage of your permanent employees is members of this recognized employee association? Not Applicable
7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1	Child labour/forced labour/involuntary labour	NIL	NIL
2	Sexual harassment	NIL	NIL
3	Discriminatory employment	NIL	NIL

8. What percentage of your under mentioned employees were given safety & skill up- gradation training in the last year? :

- |  |     |
|--|-----|
| (a) Permanent Employees                    | 60% |
| (b) Permanent Women Employees              | -   |
| (c) Casual/Temporary/Contractual Employees | -   |
| (d) Employees with Disabilities            | -   |

**Principle 4**

- 1. Has the company mapped its internal and external stakeholders? Yes/No**

Yes

- 2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders.**

Yes, in the category of Employees, Supplier of Goods and services and small vendors and contractors.

- 3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.**

The Company respects the interest of all stakeholders and gives equal opportunity to the disadvantaged based on health, gender or caste. The Company provides training to weaker employees on regular basis. Further, small vendors/suppliers, if needed financial assistance in the form of advance is given.

**Principle 5**

- 1. Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?**

The Policy covers the Company. The Company respects and promotes human rights, with formal policies in place.

- 2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?**

No complaint was received by the Company on Human right issue.

**Principle 6**

- 1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others.**

This covers the Company.

- 2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.**

No such initiatives as the Company are engaged in trading activities only.

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## THE YAMUNA SYNDICATE LIMITED

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- 3. Does the company identify and assess potential environmental risks? Y/N**

The Company is alive to the possibility of environment risk.

- 4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?**

No

- 5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.**

No

- 6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

Not applicable

- 7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.**

Nil

### Principle 7

- 1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:**

Yamunanagar Jagadhri Chamber of Commerce and Industry.

- 2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas ( drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)**

No

### Principle 8

- 1. Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.**

No

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## **THE YAMUNA SYNDICATE LIMITED**

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- 2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?**

No such programmes/products

- 3. Have you done any impact assessment of your initiative?**

No

- 4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken.**

No direct contribution

- 5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**

No

### **Principle 9**

- 1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.**

None.

- 2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks(additional information)**

Not Applicable

- 3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.**

There was no case filed for unfair trade practice, irresponsible advertising or anti competitive behavior over the last 5 years.

- 4. Did your company carry out any consumer survey/ consumer satisfaction trends?**

Company periodically carries out customer satisfaction surveys.

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# THE YAMUNA SYNDICATE LIMITED

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## INDEPENDENT AUDITOR'S REPORT

**To the Members of The Yamuna Syndicate Limited**

**Report on the Audit of the Standalone Ind AS Financial Statements**

### **Opinion**

We have audited the accompanying standalone Ind AS financial statements of **The Yamuna Syndicate Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss (including the statement of Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2020, and its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### **Basis for Opinion**

We conducted our audit of the Standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the '*Auditor's Responsibilities for the Audit of the Ind AS Financial Statements*' section of our report. We are independent of the Company in accordance with the '*Code of Ethics*' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS financial statements.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Standalone Ind AS financial statements of the current period. These matters were discussed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters as there were no such significant matters which need to be reported separately.

### **Information other than the Standalone Ind AS Financial Statements and Auditor's Report thereon**

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report, but does not include the Standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the Standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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## **THE YAMUNA SYNDICATE LIMITED**

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In connection with our audit of the Standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, considered whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Standalone Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's responsibility for the Audit of the Standalone Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

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## **THE YAMUNA SYNDICATE LIMITED**

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- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Ind AS financial statements, including the disclosures, and whether the Standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure "A", which forms a part of this report, a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) In our opinion, proper books of account, as required by law have been kept by the Company so far, as appears from our examination of such books.
  - (c) The Balance Sheet, Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid Standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder.



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## **THE YAMUNA SYNDICATE LIMITED**

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- (e) On the basis of written representations received from the Directors and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31<sup>st</sup> March 2020 from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure “B”.
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the managerial remuneration for the year ended March 31, 2020 has been paid/provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.

3. As required by Rule 11 of the Companies (Audit and Auditors) Rules, 2014 issued by the Central Government of India in terms of clause (j) of sub-section (3) of section 143 of the Act, in our opinion and to the best of our information and according to the explanation given to us:
- (a) The Company has disclosed the impact of pending litigations on its financial position in its Standalone Ind AS financial statements.
  - (b) The Company has made provision, as required under the applicable law and accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - (c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For Moudgil & Co.,**  
Chartered Accountants  
Firm Reg. No: 001010N

Place: Jagadhri  
Dated: 27.06.2020

**A.K.Moudgil**  
Partner  
Membership No. 080785  
UDIN:20080785AAAABR5524

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## **THE YAMUNA SYNDICATE LIMITED**

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### **ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT**

The Annexure referred to in Independent Auditors' Report to the members of the Company on the Standalone Ind AS financial statements for the year ended 31<sup>st</sup> March 2020, we report that:

- i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) According to the information and explanations given to us, the fixed assets of the Company have been physically verified by the management at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) According to information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.
- ii. Physical verification has been carried out by the Management in respect of inventory at reasonable intervals during the year. In our opinion the frequency of verification is reasonable. According to the information and explanations given to us, discrepancies noticed on physical verification of inventory as compared to the book records were not material and have been dealt with in the books of account.
- iii. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the paragraphs 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable to the Company.
- iv. According to the information and explanations given to us, the Company has not granted any loans to parties covered under Section 185 of the Companies Act, 2013. Further, Company has complied with the provisions of section 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security made.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public during the year under audit. Therefore, directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable to the company.
- vi. The Company has not been required to maintain cost records under the sub-section (1) of section 148 of the Companies Act, specified by the Central Government and hence not commented upon.
- vii. (a) According to the information and explanations given to us and records of the Company examined by us, in our opinion, the company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Goods and Service Tax, Income-tax, Sales-tax, Service tax, Value Added Tax, Customs Duty, Excise Duty, cess and any other statutory dues with the appropriate authorities. According to the information and explanation given to us, no undisputed amounts payables were outstanding as at March 31, 2020 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of income tax, sales tax, service tax, duty of customs, goods and service tax or value added tax which have not been deposited on account of any dispute.

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## **THE YAMUNA SYNDICATE LIMITED**

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- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowing to any financial institution, bank or government. The Company does not have any debenture holders.
- ix. In our opinion and according to the information and explanations given to us, the company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans during the year. Hence reporting under clause 3(ix) of the Order is not applicable to the Company.
- x. Based upon the audit procedure performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us, no fraud by the company or any material fraud on the company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given to us and based on our examination of records of Company, the Company has paid / provided for the managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xii. According to the information and explanation given to us, the Company is not a Nidhi Company. Therefore the provisions of paragraph 3(xii) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us, and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013. Further the details of the transactions have been disclosed in the Standalone Ind AS financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us, the Company has not made preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review . Therefore the provisions of paragraph 3(xiv) of the Order are not applicable to the Company.
- xv. According to information and explanations given to us, and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, provisions of paragraph 3 (xv) of the Order are not applicable to the Company.
- xvi. According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, provisions of paragraph 3 (xvi) of the Order are not applicable to the Company.

**For Moudgil & Co.,**  
Chartered Accountants  
Firm Reg. No: 001010N

Place: Jagadhri  
Dated: 27.06.2020

**A.K.Moudgil**  
Partner  
Membership No. 080785  
UDIN:20080785AAAABR5524

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## **THE YAMUNA SYNDICATE LIMITED**

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### **ANNEXURE “B” TO THE INDEPENDENT AUDITOR'S REPORT**

#### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **The Yamuna Syndicate Limited** (“the Company”) as of 31<sup>st</sup> March 2020 in conjunction with our audit of the Standalone Ind AS financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting:**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that;

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## **THE YAMUNA SYNDICATE LIMITED**

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- a. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- c. Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting:**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Moudgil & Co.,**  
Chartered Accountants  
Firm Reg. No: 001010N

**Place: Jagadhri**  
**Dated: 27.06.2020**

**A.K.Moudgil**  
Partner  
Membership No. 080785  
UDIN:20080785AAAABR5524

**Standalone Balance Sheet as at 31st March, 2020**

(In INR lakhs)

Particulars	Note	31st March, 2020	31st March, 2019
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	4	35.22	35.45
(b) Capital Work-In Progress		-	-
(c) Other Intangible assets		-	-
(d) Financial Assets			
(i) Investments	5(a)	3,958.02	3,739.93
(ii) Trade Receivables	5(b)	2.38	1.28
(iii) Loans	5(e)	2.16	2.52
(iv) Others	5(f)	5.62	5.37
(e) Deferred tax assets (Net)	6	7.80	6.62
(f) Other Non-current assets		-	-
<b>Total non-current assets</b>		<b>4,011.20</b>	<b>3,791.17</b>
<b>Current assets</b>			
(a) Inventories	8	437.39	623.71
(b) Financial Assets			
(i) Investments			
(ii) Trade Receivables	5(b)	227.12	294.95
(iii) Cash and cash equivalents	5(c)	2,396.83	1,593.55
(iv) Bank balances other than (iii) above	5(d)	31.12	11.58
(v) Loans	5(e)	1.42	1.14
(vi) Others	5(f)	8.28	15.10
(c) Other Current assets	7	143.63	171.25
<b>Total current assets</b>		<b>3,245.79</b>	<b>2,711.28</b>
<b>Total Assets</b>		<b>7,256.99</b>	<b>6,502.45</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	9(a)	307.37	307.37
(b) Other Equity			
Reserves and surplus	9(b)	6,256.27	5,720.45
<b>Total equity</b>		<b>6,563.64</b>	<b>6,027.82</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	10(a)	-	-
(ii) Trade payables	10(b)	-	-
(iii) Other financial liabilities	10(c)	0.30	1.20
(b) Deferred Revenue/income		-	-
(c) Provisions		-	-
(d) Employee benefit obligations	11	9.64	7.50
(e) Deferred tax liabilities (net)		-	-
(f) Other Non-current liabilities	12	7.50	7.50
<b>Total non-current liabilities</b>		<b>17.44</b>	<b>16.20</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	10(a)	-	222.65
(ii) Trade payables	10(b)	36.82	97.80
(iii) Other financial liabilities	10(c)	574.61	67.67
(b) Other current liabilities	12	0.68	0.49
(c) Provisions		-	-
(d) Employee benefit obligations	11	0.11	0.10
(e) Current Tax liabilities	13	63.69	69.72
<b>Total Current liabilities</b>		<b>675.91</b>	<b>458.43</b>
<b>Total Equity and Liabilities</b>		<b>7,256.99</b>	<b>6,502.45</b>

The accompanying notes form an integral part to the financial statements.

For and on behalf of Board of Directors

Ashish Kumar  
Compay Secretary  
M.No. F7846

M.K. Kamboj  
Chief Financial Officer

P.Sunder  
Chief Executive Officer

Aditya Puri  
Director  
DIN : 00052534

Reva Khanna  
Director  
DIN : 00413270

In terms of our report of even date  
For Moudgil & Co. Chartered Accountant  
(Firm Regn. No. 001010N)

A.K Moudgil  
Partner  
Membership No-080785

Place : Jagadhri  
Date : 27.06.2020

**Standalone Statement of Profit and Loss for the year ended 31st March, 2020**

(In INR lakhs)

	<b>Income</b>	<b>Note</b>	<b>31.03.2020</b>	<b>31.03.2019</b>
I	Revenue from Operations	14	5,111.92	6,625.08
II	Other Income	15	1,294.26	284.94
III	<b>Total Income (I+II)</b>		<b>6,406.18</b>	<b>6,910.02</b>
IV	<b>Expenses</b>			
	Purchases of traded goods	16	4,583.57	6,404.31
	Changes in Inventories of Traded goods	17	186.32	(149.19)
	Employee Benefits Expenses	18	138.87	121.10
	Finance Costs	19	21.58	33.85
	Depreciation	20	6.46	5.77
	Other Expenses	21	68.06	74.60
	<b>Total Expenses (IV)</b>		<b>5,004.86</b>	<b>6,490.44</b>
V	<b>Profit before exceptional items and tax (III-IV)</b>		<b>1,401.32</b>	<b>419.58</b>
VI	Exceptional items		-	-
VII	<b>Profit before tax (V -VI)</b>		<b>1,401.32</b>	<b>419.58</b>
VIII	Tax Expense:			
	(a) Current Tax	22	67.23	70.26
	(b) Deferred Tax		(0.48)	(0.87)
IX	<b>Profit after tax (VII-VIII)</b>		<b>1,334.57</b>	<b>350.19</b>
X	Other Comprehensive Income			
	(i) Items that will not be reclassified to profit or loss:			
	-Re-measurement gains/(losses) on defined benefit plans		(2.79)	(0.15)
	-Income tax effect relating to above item		0.70	0.04
XI	<b>Total comprehensive income for the period (IX + X)</b>		<b>1,332.48</b>	<b>350.08</b>
	Earnings per equity share in Rupees			
	Basic & diluted	25	434	114

The accompanying notes form an integral part to the financial statements

For and on behalf of Board of Directors

*Ashish Kumar*  
Compay Secretary  
M.No. F7846

*M.K. Kamboj*  
Chief Financial Officer

*P.Sunder*  
Chief Executive Officer

*Aditya Puri*  
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*Reva Khanna*  
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In terms of our report of even date  
For Moudgil & Co. Chartered Accountant  
(Firm Regn. No. 001010N)

Place : Jagadhri  
Date:27.06.2020

A.K Moudgil  
Partner  
Membership No-080785

**Standalone Cash Flow Statement for the year ended 31st March, 2020**

( In INR Lakhs )

Particulars	Note	31st March,2020	31st March,2019
<b>A Cash flow from Operating Activities</b>			
Profit before tax		1,401.32	419.58
Adjustments for :			
Depreciation	20	6.46	5.77
Dividend and interest income classified as investing cash flows	15	(1,286.86)	(253.90)
Finance costs	19	21.58	33.85
Net gain/(loss) on sale of Fixed Assets	21	0.15	0.88
<b>Operating cash flow before changes in assets and liabilities</b>		<b>142.65</b>	<b>206.18</b>
(Increase)/Decrease in trade receivables	5(b)	66.73	(55.32)
(Increase)/Decrease in inventories	8	186.32	(149.18)
(Increase)/Decrease in other current financial assets	5(e) & 5(f)	6.54	(6.83)
(Increase)/Decrease in other non-current financial assets	5(e) & 5(f)	0.11	(2.45)
(Increase)/Decrease in other current assets	7	27.62	53.21
(Increase)/Decrease in other Non-current assets		-	-
Increase/(Decrease) in current financial liabilities	10(c)	506.94	17.99
Increase/(Decrease) in other non-current financial liabilities	10(c)	(0.90)	(17.07)
Increase/(Decrease) in other non-current liabilities	12	-	(17.30)
Increase/(Decrease) in other current liabilities	12	0.19	(0.05)
Increase/(Decrease) in employees benefit obligations	11	2.15	(0.97)
Increase/(Decrease) in Trade Payable	10(b)	(60.98)	77.52
<b>Cash generated from operations</b>		<b>877.37</b>	<b>105.73</b>
Income tax paid/(refund received)		(76.04)	(29.83)
<b>Net cash inflow / (outflow) from operating activities</b>		<b>801.33</b>	<b>75.90</b>
<b>B Cash flow from investing activities</b>			
Purchase of property,plant and equipment	4	(6.38)	(7.65)
Sale/(Purchase) of Equity Shares	5(a)	(218.09)	-
Dividend received	15	1,153.78	164.83
Interest received	15	133.08	89.07
<b>Net cash inflow / (outflow) from investing activities</b>		<b>1,062.39</b>	<b>246.25</b>
<b>C Cash flows from financing activities</b>			
Repayment of borrowings	10(a)	-	(215.50)
Short term borrowings(net)	10(a)	(222.65)	110.15
Finance costs	19	(21.58)	(33.85)
Dividend paid (including tax) to Company's shareholders	26	(796.67)	(111.17)
<b>Net cash flow / (outflow) from financing activities</b>		<b>(1,040.90)</b>	<b>(250.37)</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>		<b>822.82</b>	<b>71.78</b>
Cash and cash equivalents at the beginning of the financial year	5(c) & 5(d)	1,605.13	1,533.35
Cash and cash equivalents at the end of the financial year	5(c) & 5(d)	2,427.95	1,605.13

**Note:**

- The above cash flow statement has been prepared under the indirect method set out in Indian Accounting Standard (Ind As) 7.
- Figures in brackets indicate cash outgo.
- Previous year figures have been regrouped and recast wherever necessary to confirm to the current year classifications.

For and on behalf of Board of Directors

Ashish Kumar  
Company Secretary  
M.No. F7846

M.K. Kamboj  
Chief Financial Officer

P.Sunder  
Chief Executive Officer

Aditya Puri  
Director  
DIN : 00052534

Reva Khanna  
Director  
DIN : 00413270

Place : Jagadhri  
Date:27.06.2020

In terms of our report of even date  
For Moudgil & Co. Chartered Accountant  
(Firm Regn. No. 001010N)

A.K Moudgil  
Partner  
Membership No-080785



**Standalone Statement of changes in equity for the year ended 31st March, 2020**

<b>A : Equity share capital</b>		(In INR Lakhs)
As at 01.04.2018		307.37
Changes in equity share capital		-
<b>As at 31.03.2019</b>		<b>307.37</b>
Changes in equity share capital		-
<b>As at 31.03.2020</b>		<b>307.37</b>

<b>B: Other equity</b>		(In INR Lakhs)					
Particulars	Capital reserve	Reserves and surplus			Retained Earnings	Items of other comprehensive income	Total
		Capital Redemption Reserve	Securities Premium Reserve	General Reserve			
<b>Balance as at 1st April, 2018</b>	2.02	-	-	569.81	4,909.71	-	5,481.54
Add : -Profit for the year					350.19		350.19
-Other comprehensive income/(loss)( net of tax)					(0.11)		(0.11)
Less : Appropriations :-							
-Dividend paid for the year ended March 31, 2018 (including Dividend distribution tax)					111.17		111.17
<b>Balance as at 31st March, 2019</b>	<b>2.02</b>	<b>-</b>	<b>-</b>	<b>569.81</b>	<b>5,148.62</b>	<b>-</b>	<b>5,720.45</b>
<b>Balance as at 1st April, 2019</b>	<b>2.02</b>	<b>-</b>	<b>-</b>	<b>569.81</b>	<b>5,148.62</b>	<b>-</b>	<b>5,720.45</b>
Add : -Rounding off adjustment of previous years				0.01	-		0.01
Add : -Profit for the year					1,334.57		1,334.57
-Other comprehensive income/(loss) (net of tax)					(2.09)		(2.09)
Less : Appropriations :-							
-Dividend paid for the year ended March 31, 2019 (including Dividend distribution tax)					148.22		148.22
-Interim Dividend paid for the year ended March 31, 2020 (including Dividend distribution tax)					648.45		648.45
<b>Balance as at 31st March, 2020</b>	<b>2.02</b>	<b>-</b>	<b>-</b>	<b>569.82</b>	<b>5,684.43</b>	<b>-</b>	<b>6,256.27</b>

The accompanying notes form an integral part to the financial statements

For and on behalf of Board of Directors

Ashish Kumar  
Compay Secretary  
M.No. F7846

M.K. Kamboj  
Chief Financial Officer

P.Sunder  
Chief Executive Officer

Aditya Puri  
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DIN : 00052534

Reva Khanna  
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DIN : 00413270

In terms of our report of even date  
For Moudgil & Co. Chartered Accountant  
(Firm Regn. No. 001010N)

A.K Moudgil  
Partner  
Membership No-080785

Place : Jagadhri  
Date:27.06.2020

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## **THE YAMUNA SYNDICATE LIMITED**

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### **Note 1: Corporate information**

The Yamuna Syndicate Limited (the “Company”) is a Listed Public Limited Company. The registered office of the Company is located at Radaur Road, Yamunanagar -135001(Haryana).The Company is engaged in trading activities.

### **Note 2: Significant accounting policies**

This note provides a list of all significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently adopted to all the years presented, unless otherwise stated.

#### **(a) Basis of preparation:**

##### **Compliance with IND AS**

These financial statements are prepared in accordance with the Indian Accounting standards (IND AS) under the historical cost convention on accrual basis, the provisions of the Companies Act, 2013 (the Act) (to the extent notified). The IND AS are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The Company has adopted the IND AS Standards and the adoption was carried out in accordance with IND AS.

#### **(b) Current versus Non-current classification:**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is classified as current when it is:

- \* Expected to be realised or intended to be sold or consumed in normal operating cycle,
- \* Held primarily for the purpose of the trading,
- \* Expected to be realised within twelve months after the reporting period, or
- \*Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

- \*it is expected to be settled in normal operating cycle,
- \*it is held primarily for the purpose of the trading,
- \*it is due to be settled within twelve months after the reporting period, or
- \*there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

**Significant accounting policies (cont..)**

**(c) Property, plant and equipment**

Property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

**Transition and IND AS**

On transition to IND AS, the Company has elected to continue with the carrying value of its property, plant and equipment recognized as at 1<sup>st</sup> April, 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

**Depreciation methods, estimated useful lives and residual value**

Depreciation is calculated using the written down value method to allocate their cost, net of residual values, over their estimated useful lives of the assets as prescribed under schedule II to the Companies Act, 2013

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable values.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within gains / (losses).

**(d) Inventories**

Inventories are valued at the lower of cost and net realisable value. Cost of traded goods include cost of purchases and other costs incurred in bringing the inventories to their present location and condition after deducting rebates and discounts. Cost is determined on weighted average method.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

**(e) Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand and deposit with banks. Cash equivalents are short term, highly liquid investments that readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

**Significant accounting policies (cont..)**

**(f) Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A contingent liability is disclosed, unless the possibility of an outflow of resources embodying economic benefits has become probable.

A contingent asset is not recognized but disclosed when an inflow of economic benefits is probable. A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by occurrence or non-occurrence of one or more uncertain events not wholly within the control of the entity.

**(g) Income tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the country where the Company operate and generate taxable income. Management evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only will if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

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## **THE YAMUNA SYNDICATE LIMITED**

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### **Significant accounting policies (cont..)**

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

### **(h) Revenue recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

However, good & service tax (GST)/ value added tax (VAT) is not received by the group on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue. The specific recognition criteria described below must also be met before revenue is recognised.

#### **Sale of goods**

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns, discounts, allowances and rebates.

#### **Rendering of services**

Service revenues are recognised as the services are rendered and are stated at net of discounts and taxes. Revenues from prepaid- customers are recognized based on actual usage. When the contract outcome cannot be measured reliably, revenue is recognised only to the extent that the expenses incurred are eligible to be recovered.

#### **Interest income**

Interest income is recognised using the bank interest rates which are considered to be effective rate of interest. The effective rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. While calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (For example prepayments, extension, call and similar options) but does not consider the expected credit losses.

#### **Dividends**

Revenue is recognized when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

**Significant accounting policies (cont..)**

**(i) Borrowing costs**

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Other borrowing costs are expensed in the period in which they are incurred.

**(j) Employee benefits**

**(i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current benefit obligations in the Balance sheet.

**(ii) Other long term employee benefit obligations**

The liabilities for earned leave and sick leave are expected to be settled wholly within twelve months after the end of the period in which the employee render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees upto the end of the reporting period using the projected unit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

**(iii) Post-employment obligations**

The liability or asset recognized in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuary using the projected unit credit method, is funded with Life Insurance Corporation of India.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Re measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

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## THE YAMUNA SYNDICATE LIMITED

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### Significant accounting policies (cont..)

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

#### Defined contributions plan

The Company's contributions to provident fund and superannuation fund are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due. The Company has no further payment obligations once the contributions have been paid.

### Bonus plans

The Company recognizes a liability and an expense for bonus. The Company recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

### (k) Earnings per share

Basic and diluted earnings per share are computed by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

### (l) Financial instruments

#### (i) Measurement

An initial recognition, the Company measures a financial asset at its fair value plus, in the case of financial asset not at fair value through profit and loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

#### Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

**\*Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognized in profit and loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

**\*Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit and loss and recognized in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate.

**Significant accounting policies (cont..)**

**\*Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt instrument that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognized in profit or loss and presented net in the statement of profit and loss within other gain/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

**(ii) Impairment of financial assets**

In accordance with IND-AS 109, the Company applies expected credit loss (ECL) mode for measurement and recognition of impairment loss on financial assets and credit risk exposures.

Financial assets that are debt instruments, and are measured at amortised cost e.g. loans, deposits, trade receivables and bank balance. Financial assets that are debt instruments and are measured as at FVTOCI

The Company follows simplified approach for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its recognition.

**(iii) Derecognition of financial assets**

A financial asset is derecognised only when the Company has transferred the rights to receive cash flows from the financial asset or retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients. When the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

**(m) Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

**(n) Trade payables**

The amount represents liabilities for services provided to the Company prior to the end of the period which are unpaid. The amounts are unsecured non-interest bearings and are usually paid within 60 days of recognition. Trade payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized at amortised cost, and the carrying amounts are reasonable approximation of fair value.



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## **THE YAMUNA SYNDICATE LIMITED**

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### **Significant accounting policies (cont..)**

#### **(o) Equity instruments**

Investment in associate is accounted for at its acquisition cost.

#### **Transition to IND AS**

IND AS 101 allows an entity to continue with the carrying value of investment in associate at cost as at the date of transition to IND AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

The Company has elected to apply this exemption for its investment in associate.

#### **(p) Rounding off amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

#### **Note 3: Accounting estimates, assumptions and judgments:**

The preparation of financial statements requires the use of accounting estimates, which by definition, will seldom equal the actual results, also needs to exercise judgment in applying the Company's accounting policies, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities, if any. Uncertainty about these assumptions and estimates could result in outcomes of assets and liabilities affected in future periods.

The area involving critical estimate or judgment is

- |  |             |
|--|-------------|
| -Recognition of deferred tax assets for carried forward losses | - Note 6    |
| -Impairment of trade receivables                               | - Note 5(b) |
| - Estimation of tax expense                                    | - Note 22   |

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

There are no sources of estimation uncertainty that may have a significant risk of causing material adjustments to the carrying amounts of assets and liabilities in future periods, and also there are no significant judgments that may require disclosures.

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Standalone financial statements for the year ended 31st March, 2020**

**Note 4 :- Property, Plant and Equipment**

( In INR Lakhs )

Particulars	Land	Building	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Total
<b>Year ended 31.03.2019</b>							
<b>Gross carrying amount</b>							
Opening Gross carrying amount	1.44	59.42	8.89	11.83	29.19	13.67	124.44
Additions	-	-	0.60	0.13	4.69	2.23	7.65
Disposals	-	(0.09)	(1.98)	(1.96)	(0.04)	(1.50)	(5.57)
<b>Closing gross carrying value</b>	<b>1.44</b>	<b>59.33</b>	<b>7.51</b>	<b>10.00</b>	<b>33.84</b>	<b>14.40</b>	<b>126.52</b>
<b>Accumulated depreciation</b>							
Opening accumulated depreciation	-	37.98	6.45	10.82	22.60	12.14	89.99
Depreciation charge during the year	-	2.18	0.44	0.25	2.04	0.86	5.77
Disposals	-	(0.09)	(1.49)	(1.87)	(0.04)	(1.20)	(4.69)
<b>Closing accumulated depreciation</b>	<b>-</b>	<b>40.07</b>	<b>5.40</b>	<b>9.20</b>	<b>24.60</b>	<b>11.80</b>	<b>91.07</b>
<b>Net carrying amount</b>	<b>1.44</b>	<b>19.26</b>	<b>2.11</b>	<b>0.80</b>	<b>9.24</b>	<b>2.60</b>	<b>35.45</b>
<b>Year ended 31.03.2020</b>							
Opening Gross carrying amount	1.44	59.33	7.51	10.00	33.84	14.40	126.52
Additions	-	-	0.48	0.58	5.15	0.17	6.38
Disposals	-	-	-	(0.49)	(2.69)	(0.22)	(3.40)
<b>Closing gross carrying value</b>	<b>1.44</b>	<b>59.33</b>	<b>7.99</b>	<b>10.09</b>	<b>36.30</b>	<b>14.35</b>	<b>129.50</b>
<b>Accumulated depreciation</b>							
Opening accumulated depreciation	-	40.07	5.40	9.20	24.60	11.80	91.07
Depreciation charge during the year	-	1.96	0.40	0.27	2.89	0.94	6.46
Disposals	-	-	-	(0.48)	(2.56)	(0.21)	(3.25)
<b>Closing accumulated depreciation</b>	<b>-</b>	<b>42.03</b>	<b>5.80</b>	<b>8.99</b>	<b>24.93</b>	<b>12.53</b>	<b>94.28</b>
<b>Net carrying amount</b>	<b>1.44</b>	<b>17.30</b>	<b>2.19</b>	<b>1.10</b>	<b>11.37</b>	<b>1.82</b>	<b>35.22</b>

**Note (i) Disclosure under IND AS 16**

There is no item of property, plant and equipment which has retired from active use and has not been classified as held for sale in accordance with IND AS 105.

(ii) Opening balances of gross block and accumulated depreciation have been regrouped/ reclassified/rearranged wherever considered necessary.

(iii) Borrowing cost capitalized during the period is Nil.

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Standalone financial statements for the year ended 31st March, 2020**

**Note 5:- Financial assets**

**5 (a) : Non-current Investments**

( In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
Investments in equity instruments (fully paid up)		
Quoted		
In Associate company		
-Isgec Heavy Engineering Limited		
3,30,52,467 shares (previous year 3,29,65,260 shares) of Re 1/-each (including 2,16,75,000 bonus shares)	3,958.02	3,739.93
	<b>3,958.02</b>	<b>3,739.93</b>
Aggregate amount of quoted investments	3,958.02	3,739.93
Aggregate Market value of quoted investments	84,399.47	199,439.82

**5 (b) : Trade Receivables**

( In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
Trade Receivables	222.78	284.16
Doubtful debts	10.19	9.14
Receivable from Associate company (Refer note 24-C)	3.63	8.90
Receivables from other related parties (Refer note 24-C)	3.09	3.17
	<b>239.69</b>	<b>305.37</b>
Less: Allowance for doubtful debts	10.19	9.14
<b>Total Trade Receivables</b>	<b>229.50</b>	<b>296.23</b>
Current portion	227.12	294.95
Non-current portion	2.38	1.28
<b>Break-up of security details</b>		
Secured, considered good	-	-
Unsecured, considered good	229.50	296.23
Doubtful debts	10.19	9.14
	<b>239.69</b>	<b>305.37</b>
Less : Allowance for doubtful debts	10.19	9.14
<b>Total Trade Receivables</b>	<b>229.50</b>	<b>296.23</b>

Notes : (i) No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies in which any director is a partner or a director respectively.

(ii) For term and conditions relating to related party receivable refer note 24(c)

(iii) Trade Receivable are non- interest bearing and are generally on terms of 30 to 90 days.

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Standalone financial statements for the year ended 31st March, 2020**

**5 (c) : Cash and cash equivalents**

( In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
Balances with banks in		
- Current accounts	10.94	21.56
-Fixed Deposit with maturity with in twelve months	2,256.60	1,465.35
Interest accrued on deposits	77.23	48.31
Cheques, drafts in hand	50.20	52.45
Cash in hand	1.86	5.88
<b>Total cash and cash equivalents</b>	<b>2,396.83</b>	<b>1,593.55</b>

**5 (d) : Other Bank Balances**

( In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
- Employees security deposits	-	0.90
- Unpaid dividend accounts	3.51	3.25
- Margin money against bank guarantee	27.61	7.43
<b>Total</b>	<b>31.12</b>	<b>11.58</b>

**5 (e) : Loans**

( In INR Lakhs )

Particulars	31st March 2020		31st March 2019	
	Non- Current	Current	Non-current	Current
Loans and advances to employees *				
-Secured, considered good(**)	2.16	1.32	2.52	0.95
-Unsecured, considered good	-	0.10	-	0.19
<b>Total loans</b>	<b>2.16</b>	<b>1.42</b>	<b>2.52</b>	<b>1.14</b>

\* Effective rate of interest is not applied as this had no material effect on the statement of profit and loss.

(\*\*) Includes Four-wheeler Vehicle Loan to one Key Managerial Personnel against Hypothecation of Vehicle.

**5 (f) : Other financial assets**

( In INR Lakhs )

Particulars	31st March 2020		31st March 2019	
	Non- Current	Current	Non-current	Current
Security deposits (a)	5.62	-	5.37	-
Incentive Receivable	-	8.28	-	15.10
<b>Total other financial assets</b>	<b>5.62</b>	<b>8.28</b>	<b>5.37</b>	<b>15.10</b>
(a) Include in favour of State Consumer Disputes Redressal Forum ( Unsecured, considered good)	2.95		2.95	

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Standalone financial statements for the year ended 31st March, 2020**

**Note 6: Deferred tax assets / (Liabilities) ( net)**

The balance comprises temporary differences attributable to:

( In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
<b>Deferred tax assets</b>		
Property, Plant and Equipment	1.63	1.59
Employee Benefit obligation	2.78	1.67
Provision for Doubtful debts	2.56	2.54
Provision for Bonus	0.83	0.82
<b>Total deferred tax assets</b>	<b>7.80</b>	<b>6.62</b>
<b>Deferred tax liabilities</b>	<b>-</b>	<b>-</b>
<b>Net deferred tax assets / (liabilities)</b>	<b>7.80</b>	<b>6.62</b>

**Movements in deferred tax assets / (Liabilities)**

( In INR Lakhs )

Particulars	Property Plant and equipment	Defined Benefit obligation	Tax losses	Doubtful debts	Total
<b>Deferred Tax Assets</b>					
<b>As at 1st April, 2018</b>	1.99	3.72	-	-	5.71
(charged)/ credited					
-to profit and loss	(0.40)	(1.27)	-	2.54	0.87
-to other comprehensive income		0.04	-	-	0.04
<b>As at 31st.March,2019</b>	<b>1.59</b>	<b>2.49</b>	<b>-</b>	<b>2.54</b>	<b>6.62</b>
<b>Deferred Tax Assets</b>					
(charged)/ credited:					
- to profit and loss	0.04	0.42		0.02	0.48
- to other comprehensive income		0.70			0.70
<b>As at 31st March,2020</b>	<b>1.63</b>	<b>3.61</b>	<b>-</b>	<b>2.56</b>	<b>7.80</b>

**Note 7 : Other Current assets**

( In INR Lakhs )

Particulars	31st March 2020	31st March 2019
Balance with Government authorities	30.89	70.79
Advance to suppliers	13.62	17.60
Claims and insurance claims	24.09	15.70
Advance Income Tax	52.50	41.83
TDS	13.55	9.05
Mat Credit entitlement	-	6.19
Others	7.94	7.94
Prepaid expenses	1.04	2.15
<b>Total other current assets</b>	<b>143.63</b>	<b>171.25</b>

**Note 8 : Inventories**

( In INR Lakhs )

Particulars	31st March,2020	31st March,2019
Traded goods	437.39	623.71
(At lower of cost and net realisable value)		
<b>Total Inventories</b>	<b>437.39</b>	<b>623.71</b>

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Standalone financial statements for the year ended 31st March, 2020**

**Note 9 : Equity Share Capital and other equity**

( In INR Lakhs )

<b>Note 9 (a) : Equity share capital</b>	<b>Number of Shares</b>	<b>Amount</b>
<b>Authorised equity share capital</b>		
<b>As at 1st.April, 2018</b>	325,000	325.00
Changes during the year	-	-
<b>As at 31st.March,2019</b>	325,000	325.00
<b>As at 1st.April, 2019</b>	325,000	325.00
Changes during the year	-	-
<b>As at 31st.March,2020</b>	<b>325,000</b>	<b>325.00</b>
<b>Issued equity capital</b>		
Equity shares of Rs 100/- each issued, subscribed and fully paid		
<b>As at 1st.April, 2018</b>	307,365	307.37
Changes during the year	-	-
<b>As at 31st March,2019</b>	307,365	307.37
<b>As at 1st.April, 2019</b>	307,365	307.37
Changes during the year	-	-
<b>As at 31st.March,2020</b>	<b>307,365</b>	<b>307.37</b>

**Terms and rights attached to equity shares**

The Company has only one class of equity shares having a par value of Rs 100 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by each of the equity share holders.

**Detail of share holders holding more than 5% shares in the Company**

<b>Name of the shareholder</b>	<b>31st March,2020</b>		<b>31st March,2019</b>	
	<b>Number of shares</b>	<b>% of holding</b>	<b>Number of shares</b>	<b>% of holding</b>
Mr Ranjit Puri *	77,386	25.18	77,386	25.18
Mr. Ranjit Puri (HUF)	70,642	22.98	70,642	22.98
Mr Aditya Puri *	60,859	19.80	60,859	19.80
Mr. Arvind Malhan	25,894	8.42	4,080	1.33
Mr Romesh Malhan *	21,032	6.84	42,846	13.94

\* (Individually and / or jointly with others )

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Standalone financial statements for the year ended 31st March, 2020**

**Note 9 : Equity Share Capital and other equity (cont..)**

**9 (b) : Reserves and surplus**

(In INR Lakhs)

Particulars	31st March, 2020	31st March, 2019
Capital reserve	2.02	2.02
General reserve	569.82	569.81
Retained earnings	5,684.43	5,148.62
<b>Total reserves and surplus</b>	<b>6,256.27</b>	<b>5,720.45</b>

**(i) Capital reserve**

Particulars	31st March, 2020	31st March, 2019
<b>Opening balance</b>	2.02	2.02
Changes during the year	-	-
Closing balance	2.02	2.02

**(ii) General reserve**

Particulars	31st March, 2020	31st March, 2019
<b>Opening balance</b>	569.81	569.81
Add : Rounding off adjustment of previous years	0.01	-
Closing balance	569.82	569.81

**(iii) Retained earnings**

Particulars	31st March, 2020	31st March, 2019
<b>Opening balance</b>	5,148.62	4,909.71
Add : -Profit for the year	1,334.57	350.19
- other comprehensive income/(loss) (net of tax)	(2.09)	(0.11)
Less : Appropriations		
-Dividend paid for the year	122.95	92.21
-Interim Dividend paid for the year	537.89	-
-Dividend Distribution Tax paid during the year	135.83	18.96
Closing balance	5,684.43	5,148.62

**Capital reserve**

This represents the balance in reserve available for capitalisation.

**General reserve**

This represents appropriation of profits by the company.

**Retained earnings**

This comprise company's undistributed profits after taxes.

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Standalone financial statements for the year ended 31st March, 2020**

**Note 10:- Financial liabilities**

**10 (a) Borrowings**

(In INR Lakhs)

Particulars	31st March, 2020		31st March, 2019	
	Non-current	Current	Non-current	Current
Secured				
From banks				
-Cash credit Account*	-	-	-	37.36
-Overdraft Current Account**	-	-	-	0.29
Unsecured				
-Deposit from directors #	-	-	-	185.00
<b>Total Non-current and current borrowings</b>	-	-	-	<b>222.65</b>

Maturity Date	Terms of repayment	Effective Interest Rate	Secured borrowings and assets pledged as security
* Repayable on demand	Repayable on demand	11.35%	Inventory and book debts are hypothecated with Punjab National Bank
** Repayable on demand	Repayable on demand	7.15%	Fixed Deposit for Rs. 225 Lakh is under lien marked with State Bank of India.
# Repayable on due date from the deposit date	3(Three) years from the deposit date.	11.50%	Unsecured borrowings

The carrying amount of financial and non-financial assets pledged as security for current and non-current borrowings are disclosed in Note 27

**10 (b):- Trade Payables**

(In INR Lakhs)

Particulars	31st March, 2020		31st March, 2019	
	Non-current	Current	Non-current	current
Total outstanding dues of micro, small and medium Enterprises	-	-	-	-
Total outstanding dues of creditors other than micro, small and medium Enterprises	-	36.82	-	97.80
<b>Total Trade Payables</b>	-	<b>36.82</b>	-	<b>97.80</b>

**10 (c) :- Other Financial liabilities**

(In INR Lakhs)

Particulars	31st March, 2020		31st March, 2019	
	Non-current	Current	Non-current	Current
Security deposit	0.30	-	1.20	-
Statutory Dues payable	-	1.91	-	3.68
Interim dividend payable	-	537.89	-	-
Other payables	-	31.30	-	27.39
Interest accrued but not due on borrowings				
-Directors	-	-	-	33.34
-Others	-	-	-	0.01
Unpaid dividends (*)	-	3.51	-	3.25
<b>Total other financial liabilities</b>	<b>0.30</b>	<b>574.61</b>	<b>1.20</b>	<b>67.67</b>

(\*) During the year, the Company has deposited unclaimed dividend for the financial year 2011-12 amounting to Rs. 30,680/-.  
There is no other amount/shares due to transfer into the Fund.



**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Standalone financial statements for the year ended 31st March, 2020**

**Note 11:- Employee benefits obligation**

(In INR Lakhs )

Particulars	31st March, 2020			31st March, 2019		
	Non-current	current	Total	Non-current	Current	Total
Leave Obligation (i)	8.16	0.11	8.27	5.76	0.10	5.86
Gratuity (ii)	1.48	-	1.48	1.74	-	1.74
<b>Total Employee benefits obligation</b>	<b>9.64</b>	<b>0.11</b>	<b>9.75</b>	<b>7.50</b>	<b>0.10</b>	<b>7.60</b>

**(i) Leave obligation**

The leave obligation cover the company's sick and earned leave.

The amount of provision of 31.03.2020 In INR Lakhs 0.11 (31.03.2019 In INR Lakhs 0.10 ) is presented as current, since the company does not have an unconditional right to defer for settlement of these obligations. However, based on past experience the company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months.

**(ii) Gratuity**

The company provides for gratuity for employees as per the payment of Gratuity Act,1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity.The level of benefits provided depends on the member's length of service and salary at retirement age.The defined benefit obligation is calculated annually by actuary using the projected unit credit method, is funded with Life Insurance Corporation of India.

**(iii) Defined contributions plans**

The company has certain defined contribution plans.Contributions are made to provident fund for employees at the rate of 12 % of salary as per regulations.The contribution are made to registered provident fund administered by the Govt.The obligation of the company is limited to the amount contributed and it has no further contractual or constructive obligation. The expense recognised during the year towards defined contribution plan is In INR Lakhs 1.77 (31st March, 2019 In INR Lakhs 1.66).

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Standalone financial statements for the year ended 31st March, 2020**

**(iv) Defined Benefit Plan**

The liability for employee gratuity and leave encashment is determined on actuarial valuation using projected unit credit method. The obligations are as under:-

(In INR Lakhs)

Particulars	Gratuity		Leave Encashment	
	2019-2020	2018-2019	2019-2020	2018-2019
<b>1. Change in Present Value of Obligation</b>				
Present value of obligation at the beginning of the period	10.29	9.20	5.86	5.67
Acquisition cost				
Interest cost	0.77	0.67	0.41	0.42
Current service cost	1.20	0.86	2.09	1.51
Benefits paid	(0.36)	(0.95)	(0.95)	(0.82)
Actuarial (gain)/loss on obligation	3.10	0.51	0.86	(0.92)
Present value of obligation at end of period	15.00	10.29	8.27	5.86
<b>2. Change in Fair Value of Plan Assets</b>				
Fair value of plan assets at the beginning of the period	8.55	6.31	-	-
Acquisition adjustment				
Actual return on plan assets	0.80	0.54	-	-
Contributions	3.86	1.75		
Benefits paid	0.00	(0.39)	-	-
Actuarial gain/(loss) on plan assets	0.31	0.34	-	-
Fair value of plan assets at the end of the period	13.52	8.55	-	-
<b>3. Amount to be recognised in Balance Sheet</b>				
Present value of obligation as at end of the period	15.00	10.29	8.27	5.86
Fair value of plan assets as at the end of the period	13.52	8.55	-	-
Net Asset/(liability) recognised in Balance Sheet	1.48	1.74	(8.27)	(5.86)
<b>4. Expenses recognised in the statement of profit &amp; loss.</b>				
Current service cost	1.20	0.86	2.09	1.51
net Interest cost	(0.03)	0.13	0.41	0.42
Expected return on plan assets	-	-		
Net actuarial (gain)/loss recognised in profit/loss	-	-	0.86	(0.92)
Expenses recognised in the statement of Profit & Loss	1.17	0.99	3.36	1.01
<b>5. Recognised in other comprehensive income for the year</b>				
a. Net cumulative unrecognized actuarial gain/(loss) opening				
b. Actuarial gain / (loss) for the year on PBO	(2.79)	(0.15)		
c. Actuarial gain /(loss) for the year on Asset				
d. Unrecognized actuarial gain/(loss) at the end of the year	(2.79)	(0.15)		
<b>6. Maturity Profile of Defined Benefit Obligation</b>				
1. Within the next 12 months (next annual reporting period)	0.73	1.22		
2. Between 2 and 5 years	3.41	5.31		
3. Between 6 and 10 years	4.77	6.02		
4. Between 10 years above	26.48	26.74		

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Standalone financial statements for the year ended 31st March, 2020**

**Defined benefit plan (contd.)**

(ii) Significant estimates: Actual assumptions and sensitivity

(a) Sensitivities due to morality and withdrawals are not material and hence impact of change is not calculated.

(b) Sensitivity of the defined benefit obligation is determined based on the expected movement in liability if the assumptions were not proved to be true on different count.

Particulars	31st March,2020	31st March,2019
(i) Major categories of plan assets (as percentage of total plan assets)	100%	100%
(ii) Economic assumption		
-Discount rate	6.75%	7.65%
-Salary escalation	10.00%	10.00%
(iii) Demographic assumption		
-Retirement age (years)	60	60
-Morality rates inclusive as provision for disability	100% of IALM (2012-14)	100% of IALM (2012-14)
- Ages		
(iv) Aggregate weighted average principal assumption	12.81%	11.89%
(v) Attrition rate	5% PA	10% PA
(vi) Morality rates for specimen ages:		
<b>Age</b>	<b>QW</b>	<b>QR</b>
20	0.003417	-
25	0.037583	-
30	0.071750	-
35	0.100450	-
40	0.079950	-
45	0.594500	-
50	0.038950	-
55	0.018450	-
60	0.000000	1.000000

While calculating the sensitivity of the defined benefit obligation to significant actuarial assumption the same method (Present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumption used in preparing the sensitivity analysis did not change compared to the prior period.

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Standalone financial statements for the year ended 31st March, 2020**

**Note 12: Other liabilities**

(In INR Lakhs)

Particulars	31st March, 2020		31st March, 2019	
	Non-current	Current	Non-current	Current
Advance from customers	-	0.68	-	0.49
Compensation payable	7.50	-	7.50	-
<b>Total other liabilities</b>	<b>7.50</b>	<b>0.68</b>	<b>7.50</b>	<b>0.49</b>

**Note 13: Current tax liabilities**

(In INR Lakhs)

Particulars	31st March, 2020	31st March, 2019
Current tax payable for the year	63.69	69.72
<b>Total current tax liabilities</b>	<b>63.69</b>	<b>69.72</b>

**Note 14 : Revenue from operations**

(In INR Lakhs)

Particulars	31st March, 2020	31st March, 2019
Sale of products	5,037.43	6,556.80
Other operating revenues	74.49	68.28
<b>Total revenue from operations</b>	<b>5,111.92</b>	<b>6,625.08</b>

**Note 15 : Other Income**

(In INR Lakhs)

Particulars	31st March, 2020	31st March, 2019
Interest Income		
-On deposits	132.91	88.87
-On security deposits and loans and advances	0.17	0.20
Dividend income from Associate company	1,153.78	164.83
Other Non-operating Income	7.40	31.04
<b>Total other income</b>	<b>1,294.26</b>	<b>284.94</b>

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Standalone financial statements for the year ended 31st March, 2020**

**Note 16 : Purchases of traded goods**

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
Purchases of traded goods	4,583.57	6,404.31
<b>Total purchases of traded goods</b>	<b>4,583.57</b>	<b>6,404.31</b>

**Note 17 : Changes in Inventories of traded goods**

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
Opening stock	623.71	474.52
Closing stock	437.39	623.71
<b>Total changes in Inventories of traded goods</b>	<b>186.32</b>	<b>(149.19)</b>

**Note 18 : Employee benefits expenses**

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
Salaries and wages	124.63	108.64
Contribution to Provident and other Funds	12.35	10.36
Staff Welfare Expenses	1.89	2.10
<b>Total employee benefits expenses</b>	<b>138.87</b>	<b>121.10</b>

**Note 19 : Finance costs**

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
Interest Expense on:		
-Borrowings	20.69	31.98
Others	0.89	1.87
<b>Total Finance Costs</b>	<b>21.58</b>	<b>33.85</b>

**Note 20 : Depreciation**

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
Depreciation on Fixed assets	6.46	5.77
<b>Total depreciation</b>	<b>6.46</b>	<b>5.77</b>

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Standalone financial statements for the year ended 31st March, 2020**

**Note 21 : Other Expenses**

(In INR Lakhs)

Particulars	31st March, 2020	31st March, 2019
Power and Fuel	5.14	4.58
Rent	7.83	5.34
Repairs to:		
-Machinery	0.89	0.97
-Building	2.33	3.22
Insurance	3.57	4.66
Rates and Taxes	4.80	4.56
Professional Charges	4.02	3.49
Travelling Expenses	5.58	5.29
Transportation Expenses	15.41	14.08
Miscellaneous Expenses	9.93	12.88
Directors sitting fee	0.38	0.36
Directors commission	0.22	0.25
Payment to Statutory Auditors		
-Statutory audit fees	2.25	2.25
-Taxation matters	-	-
-Other services	0.42	0.38
-Reimbursement of expenses	-	-
Bad Debts & other receivables written off	0.86	9.26
Allowance for doubtful debts	4.28	2.15
Fixed assets written off	0.15	0.88
<b>Total other expenses / (benefit)</b>	<b>68.06</b>	<b>74.60</b>

**Note 22:- Income tax Expense**

(In INR Lakhs)

Particulars	31st March, 2020	31st March, 2019
<b>(a) Income tax expense</b>		
Current Tax	63.69	69.72
Adjustment for tax relating to earlier years (Net)	3.54	0.54
<b>Total current tax</b>	<b>67.23</b>	<b>70.26</b>
Deferred tax		
Decrease / (increase) in deferred tax assets	(0.48)	(0.87)
(Decrease) / increase in deferred tax liabilities		
<b>Total deferred tax expense / (benefit)</b>	<b>(0.48)</b>	<b>(0.87)</b>
<b>Total income tax expense</b>	<b>66.75</b>	<b>69.39</b>

**(b) Reconciliation of tax expense and the accounting profit multiplied by tax rate :**

(In INR Lakhs)

Particulars	31st March, 2020	31st March, 2019
Profit before income tax expense	1,401.32	419.58
Tax rate @25.17% (2018-19 27.82%)	352.71	116.73
Effect of Tax on exempted income	(290.41)	(45.86)
Fixed assets written off	0.04	0.25
Effect of Tax on disallowances/losses	1.35	(1.40)
Adjustment in deferred tax	(0.48)	(0.87)
Adjustments for tax relating to earlier years	3.54	0.54
<b>Income tax expense/ (benefit)</b>	<b>66.75</b>	<b>69.39</b>

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Standalone financial statements for the year ended 31st March, 2020**

**Note 23a : Segment information**

The Chief Executive Officer monitors the operating results of its business segment separately for the purpose of marking decisions about resource allocation and performance assessment.

Segment performance is evaluated based on profit or loss, and has identified the following reportable segments.

**(a) Description of segments and principal activities**

<b>(i) Batteries</b>	This comprises of Battery, scrap Battery and UPS.
<b>(ii) Oil &amp; Lubricants</b>	This comprises of Motorspirit/ HSD and Lubricants
<b>(iii) Agriculture Products</b>	This comprises of Pesticides & other Agro-chemicals.
<b>(iv) other segments</b>	This includes sale of electrical goods, spare parts, and accessories. The results of this operation is included in other segment column.

The Chief Executive Officer primarily uses a measure of adjusted earning before interest, dividend, depreciation and tax to assess the performance of the operating segment. However, he also reviews the information about the segment revenue and assets on a monthly basis.

**(b) Segment revenue**

The segment revenue is measured in the same way as in the statement of profit and loss :

(In INR Lakhs )

Particulars	31st March, 2020					31st March, 2019				
	Inter-segment revenue	Revenue from external customers	Total segment revenue	Adjustments and eliminations	Total	Inter-segment revenue	Revenue from external customers	Total segment revenue	Adjustments and eliminations	Total
Batteries	-	1,612.31	1,612.31	-	1,612.31	-	3,304.32	3,304.32	-	3,304.32
Oil & Lubricants	-	2,473.06	2,473.06	-	2,473.06	-	2,520.11	2,520.11	-	2,520.11
Agriculture Products	-	860.11	860.11	-	860.11	-	692.93	692.93	-	692.93
Other segments	-	166.44	166.44	-	166.44	-	107.72	107.72	-	107.72
	-	<b>5,111.92</b>	<b>5,111.92</b>	-	<b>5,111.92</b>	-	<b>6,625.08</b>	<b>6,625.08</b>	-	<b>6,625.08</b>

Note: There is no single customer for which revenues from transactions with him amount to at least 10% of the company's revenues.

**(c) Segment profit**

(In INR Lakhs )

31st March, 2020							31st March, 2019						
Batteries	Oil & Lubricants	Agriculture Products	Other segments	Total segments	Adjustments and eliminations	Total	Battery	Oil & Lubricants	Agriculture Products	Other segments	Total segments	Adjustments and eliminations	Total
57.90	88.99	33.73	13.93	194.55	1,206.77	1,401.32	128.71	90.80	14.45	24.35	258.31	161.27	419.58

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Standalone financial statements for the year ended 31st March, 2020**

**Note : 23 Segment Information (Cont..)**

**Reconciliations to amounts reflected in the financial statements**

(In INR Lakhs )

<b>Reconciliation of profit</b>	<b>31st March,2020</b>	<b>31st March,2019</b>
Segment profit	194.55	258.31
Interest income	133.08	89.07
Dividend income	1,153.78	164.83
Finance costs	(21.58)	(33.85)
Depreciation	(6.46)	(5.77)
Others	(52.05)	(53.01)
<b>Profit before tax</b>	<b>1,401.32</b>	<b>419.58</b>

**(d) Segment Assets**

Segment assets are measured in the same way as in the financial statements .These assets are allocated on the operations of the segment and the physical location of the asset.

(In INR Lakhs )

<b>Particulars</b>	<b>31st March,2020</b>	<b>31st March, 2019</b>
Batteries	263.97	690.80
Oil & Lubricants	364.08	261.09
Agriculture Products	41.96	25.59
Other segments	107.16	93.61
<b>Total Segment Assets</b>	<b>777.17</b>	<b>1,071.09</b>
<b>Unallocated :</b>		
Investments	3,958.02	3,739.93
Deferred tax assets (net)	7.80	6.62
Other Unallocated financial Instruments	2,514.00	1,684.81
<b>Total Assets as per Balance Sheet</b>	<b>7,256.99</b>	<b>6,502.45</b>

Investments & Other Unallocated financial instruments held by the company are not considered to the segment assets.

**(e) Segment Liabilities**

Segment liabilities are measured in the same way as in the financial statements. These liabilities are allocated based on the operation of the segments. Borrowings and derivatives liabilities are not considered to be segment liabilities.

(In INR Lakhs )

<b>Particulars</b>	<b>31st March, 2020</b>	<b>31st March, 2019</b>
Batteries	6.32	76.86
Oil & Lubricants	30.72	5.83
Agriculture Products	12.46	26.80
Other segments	11.73	9.65
<b>Total segment liabilities</b>	<b>61.23</b>	<b>119.14</b>
<b>Unallocated</b>		
Current tax liabilities	63.69	69.72
Current borrowings	-	222.65
Other Unallocated financial Instruments	568.43	63.12
<b>Total liabilities as per the Balance sheet</b>	<b>693.35</b>	<b>474.63</b>



**Notes to the Standalone financial statements for the year ended 31st March, 2020**

**Note 24 : Related Party transactions :**

**(A) Description and names of Related parties**

(a) Mr Ranjit Puri, Chairman	Holding substantial interest
(b) Relatives of Mr Ranjit Puri	(i) Mrs. Nina Puri (wife of Mr Ranjit Puri) (ii) Mr. Aditya Puri, Director (Son of Mr Ranjit Puri) (iii) Mrs. Tanu Priya Puri (wife of Mr Aditya Puri, Director)
(c) Other Directors	(i) Mrs. Reva Khanna, Non-Executive Independent Director (ii) Mr. Kapil Bhalla, Non-Executive Independent Director (Appointed as Additional Director during the year) <u>Directors retired/resigned during the year:-</u> (iii) Mr. Vinod K. Nagpal, Non- Executive Director (Retired during the year) (iv) Mr. D.D. Sharma, Non-Executive Director (Retired during the year) (v) Mr. Ashvani Madan, Non- Executive Director (Appointed & Resigned during the year)
(d) Entities over which Chairman and his Relatives can exercise significant influence	-Isgec Heavy Engineering Limited (Associate company) -Saraswati Sugar Mills Limited * -Isgec Covema Limited * - Isgec Engineering & Projects Limited * -Isgec Hitachi Zosen Limited * -Isgec Exports Limited * -Free Look Software Private Limited * -Isgec Titan Metal Fabricators Private Limited * -Isgec SFW Boilers Private Limited * -Isgec Redecam Enviro Solutions Private Limited * -Eagle Press & Equipment Co. Limited* * -Isgec Investments PTE Ltd.* (* Subsidiaries of Isgec Heavy Engineering limited)
(e) Entities over which Chairman and his Relatives above holds more than 2% of its paid up share capital	-Jullundur Motors Agency (Delhi) Limited -N.A. Cold Storage Private Limited
(f) Key Management Personnel	-Mr. P.Sunder (Chief Executive officer) -Mr. Ashish Kumar (Company Secretary) -Mr. Mukesh Kumar Kamboj (Chief Financial Officer)
(g) Other related Party	The Yamuna Syndicate Limited Employees group gratuity cum-life assurance scheme trust (Post employment benefit plan)

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Standalone financial statements for the year ended 31st March, 2020**

**(B) Transactions with related parties**

The following transactions occurred with related parties in ordinary course of business :

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
(i) Associate company viz. Isgec Heavy Engineering limited		
Sales of goods and services	97.79	81.10
Payment for purchase of professional services	12.25	12.30
Rent paid	3.00	1.67
Dividend income	1,153.78	164.83
(ii) Associate's subsidiary viz. Saraswati Sugar Mills Limited		
Sale of goods and services	330.24	370.42
Services received	0.27	
(iii) Associate's subsidiary viz. Isgec Titan metal fabricators pvt Ltd		
Sale of goods and services	0.38	0.09
(iv) Entity referred to in 24(A)(e) above : Jullundur Motors Agency (Delhi) Limited		
Purchase of goods and services	0.43	-
(v) Mr. Ranjit Puri, Chairman		
Interest on Fixed Deposit	20.11	29.76
Director's Commission/Sitting fees	0.15	0.11
(vi) Mr. Aditya Puri		
Director's Commission/Sitting fees	0.15	0.13
(vii) Mrs. Reva Khanna		
Director's Commission/Sitting fees	0.15	0.11
(viii) Mr. Kapil Bhalla		
Director's Commission/Sitting fees	0.04	-
(ix) Mr. D.D. Sharma		
Interest on Fixed Deposit	-	1.33
Director's Commission/Sitting fees	0.04	0.13
(x) Mr. Vinod K. Nagpal		
Director's Commission/Sitting fees	0.04	0.13
(xi) Mr. Ashvani Madan		
Director's Commission/Sitting fees	0.03	-

**(C) Outstanding balances arising from sales / purchases of goods and services**

The outstanding balances are outstanding at the end of the reporting period in relation to transactions with related parties :

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
Trade receivables (Sale of goods and services)		
-Associate viz. Isgec Heavy Engineering Limited	3.63	8.90
- Associate's Subsidiary viz. Saraswati Sugar Mills Limited	3.09	3.17
<b>Total receivables from related parties (Note 5(b) )</b>	<b>6.72</b>	<b>12.07</b>

**(D) Deposits from related parties**

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
<b>Director's deposits</b>		
Beginning of the year	185.00	328.00
Received during the year	-	
Repayment during the year	(185.00)	(143.00)
<b>Deposits at the end of the year (Note 10(a) )</b>	<b>-</b>	<b>185.00</b>

**(E) Contribution to trust for post employment benefit**

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
The Yamuna Syndicate Limited Employees group gratuity cum-life assurance scheme trust (Post employment benefit plan)	3.86	1.75
<b>Contribution to trust for post employment benefit</b>	<b>3.86</b>	<b>1.75</b>

**Notes to the Standalone financial statements for the year ended 31st March, 2020**

**Note 24 : Related party transactions (Contd..)**

**(F) Key management personnel compensation**

(In INR Lakhs)

Particulars	31st March, 2020	31st March, 2019
Employee benefits	20.95	19.99
<b>Total compensation</b>	<b>20.95</b>	<b>19.99</b>

The amount disclosed in the above are the amounts recognised as an expense during the reporting year related to key managerial personnel. Post employment benefits exclude provision for gratuity and leave encashment which can not be separately identified from the composite amount as advised by the actuary.

**(G) Terms and conditions of transactions with related parties:**

The sale and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. For the year ended 31st March, 2020, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31st March, 2020 : NIL, 31st March, 2019 : Nil).

Duration of the given transactions with related parties is 1 (One) Year.

Deposit from directors are unsecured and the effective interest rate is 11.5% for 3 years. these deposits are repayable to directors on due date from the deposit date.

Vehicle Loan given to one Key Managerial Personnel is secured and interest free as per policy of the Company. Outstanding Balance of such Loan is in Rs.2.52 Lakhs as on 31.03.2020 (Rs. 2.88 Lakhs as on 31.03.2019)

**Note 25 : Earnings per share (EPS)**

In accordance with IND-AS 33 on "Earning per share" the following table reconciles the numerator and denominator used to calculate basic and diluted earning per share

(In INR Lakhs)

Particulars	31st March, 2020	31st March, 2019
Profit attributable to the equity holders of the Company	1,334.57	350.19
Weighted of equity shares used as denominators for calculating of earning per share	307.37	307.37
Nominal value of equity shares (in INR)	100.00	100.00
Basic and diluted earnings per share (in INR)	434	114
Restated basic earning per share	<b>434</b>	<b>114</b>

**Notes to the Standalone financial statements for the year ended 31st March, 2020**

**Note 26 : Capital Management**

**(a) Risk management**

The company's objectives when managing Capital are to:

- \* Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and other benefits for shareholders, and
- \* Maintain an optimal capital structure to reduce the cost of capital

The Company monitors Capital using Gearing Ratio, which is net debt divided by total capital plus debt.

The Company's strategy is to maintain gearing ratio within 30%.The gearing ratio was as follows:

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
Debts	-	222.65
Less: Cash & cash equivalents	2,396.83	1,593.55
Net Debts	(2,396.83)	(1,370.90)
Total Equity	6,563.64	6,027.82
Total Equity and Net Debts	4,166.81	4,656.92
<b>Net debts to equity plus debt ratio (Gearing Ratio)</b>	<b>-57.52%</b>	<b>-29.44%</b>

In order to achieve this overall objective, the company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank immediately can recover loans and borrowings. There have been no breaches in the financial covenants of any borrowings in the current period. No changes were made in the objectives, policies or processes for managing capital during the years 31st March 2020 and 31st March 2019.

**(b) Dividends**

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
(i) Dividends (including Dividend Distribution Tax) Recognised		
-Dividend paid for the year ended 31st March, 2019 Rs.40/-per equity share of Rs.100/- each (for the year ended 31st March, 2018 Rs. 30/- per equity share of Rs. 100/- each)	148.22	111.17
-Interim dividend paid for the year ended 31st March, 2020 Rs. 175/-per equity share of Rs. 100/- each (for year ended 31st March, 2019 Rs, Nil/-per equity share of Rs. 100/-each)	648.45	-
	796.67	111.17
(ii) Dividends not recognised at the end of the reporting period		
The directors have not recommended final dividend for the year ended 31st March, 2020 (for the year ended 31st March, 2019-Rs.40/- per equity share of Rs. 100/- each).		

**Note 27 : Assets Hypothecated/Pledged as security**

The carrying amount of assets hypothecated/pledged as security for borrowings are:

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
<b>Current</b>		
<b>Financial Assets</b>		
First charge		
Trade Receivables	229.50	296.23
Fixed Deposit (under lien marked)	225.00	225.00
<b>Non-financial Assets</b>		
First charge		
Inventories	437.39	623.71
<b>Total Current Assets hypothecated/pledged as security</b>	<b>891.89</b>	<b>1,144.94</b>

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Standalone financial statements for the year ended 31st March, 2020**

**Note 28 : Break-up of financial assets and financial liabilities carried at amortised cost**

**Financial instruments by category**

(In INR Lakhs )

Particulars	Note	31st March, 2020			31st March, 2019		
		FVPL*	FVOCI#	Amortised Cost	FVPL*	FVOCI#	Amortised Cost
<b>Financial assets</b>							
Investment in Associate company	5(a)			3,958.02			3,739.93
Trade Receivables	5(b)			229.50			296.23
Cash and cash equivalents	5(c)			2,396.83			1,593.55
Other Bank balances	5(d)			31.12			11.58
Loans and advances to employees	5(e)			3.58			3.66
Security deposits	5(f)			5.62			5.37
Other financial assets	5(f)			8.28			15.10
<b>Total Financial Assets</b>				<b>6,632.95</b>			<b>5,665.42</b>
<b>Financial liabilities</b>							
Borrowings	10(a)			-			222.65
Trade payables	10(b)			36.82			97.80
Security deposits	10(c)			0.30			1.20
Other financial liabilities	10(c)			574.61			67.67
<b>Total Financial Liabilities</b>				<b>611.73</b>			<b>389.32</b>

\*FVPL - Fair Value through Profit and Loss # FVOCI- Fair Value Other Comprehensive Income

**(i) Fair value hierarchy**

This section explains the judgment and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value, and measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into three levels prescribed under the accounting standard.

**Assets and liabilities which are measured at amortised cost for which fair values are disclosed as at 31st March, 2020**

( In INR Lakhs )

Particulars	Notes	Carrying Amount	Level 1	Level 2	Level 3
<b>Financial assets</b>					
Investment in Associate company	5(a)	3,958.02			3,958.02
Loans and advances to employees	5(e)	3.58			3.58
Security deposits	5(f)	5.62			5.62
<b>Total financial assets</b>		<b>3,967.22</b>			<b>3,967.22</b>
<b>Financial Liabilities</b>					
Borrowings	10(a)	-			-
Others	10(b & c)	611.73			611.73
<b>Total financial Liabilities</b>		<b>611.73</b>			<b>611.73</b>

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Standalone financial statements for the year ended 31st March, 2020**

**Note 28 contd.**

**Assets and liabilities which are measured at amortised cost for which fair values are disclosed at 31st March, 2019**

( In INR Lakhs )

Particulars	Notes	Carrying Amount	Level 1	Level 2	Level 3
<b>Financial assets</b>					
Investment in Associate company	5(a)	3,739.93			3,739.93
Loans and advances to employees	5(e)	3.66			3.66
Security deposits	5(f)	5.37			5.37
<b>Total financial assets</b>		<b>3,748.96</b>			<b>3,748.96</b>
<b>Financial liabilities</b>					
Borrowings	10(a)	222.65			222.65
Others	10(b & c)	166.67			166.67
<b>Total financial liabilities</b>		<b>389.32</b>			<b>389.32</b>

Level 1 : Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 : Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

**(ii) Valuation technique used to determine fair value of financial instruments include:**

Valuation technique used to determine fair value of financial assets and liabilities is discounted cash flow analysis.

**(iii) The following method and assumption are used to estimate fair value:**

The carrying amount of trade receivables, trade payables, and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature. The fair values for loans, security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

For financial assets and liabilities that are measured at fair value, the carrying amount are equal to the fair values.

**Note 29 : Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006**

The Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 requires specific disclosures to be made in financial statements of the buyer wherever such financial statements are required to be audited under any Act. IND-AS Compliant Schedule III is silent on MSMED disclosures. However, these financial statements do not contain statutory disclosures such as disclosures required under MSMED as the company has not received any intimation from suppliers regarding their status under MSMED Act.

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Standalone financial statements for the year ended 31st March, 2020**

**Note 30 : Financial Risk Management**

The Company's Financial Liabilities and Financial Assets are measured at amortised cost. The Company's activities are expose to Credit risk, Liquidity risk and Market risk.

This note explains source of risk which the entity is exposed to and how the entity manages the risk.

<b>Risk</b>	<b>Exposure arising from</b>	<b>Measurement</b>	<b>Management</b>
Credit risk	Cash and cash equivalents, Trade Receivables measured at amortised cost.	Ageing analysis, Credit Ratings	Diversification of bank depositis and credit limits
Liquidity risk	Borrowings and other liabilities	Rolling Cash Flow forecasts	Availability of committed credit limits and borrowing facilities
Market risk-Interest rate	Loans,borrowings,deposits, investments & derivative financial instruments	Sensivity analysis	Interest rate swaps

The senior management oversees the management of these risks. The senior management is supported by the Board of Directors that advises on financial risks and the appropriate financial risk governance framework for the Company. The Board reviews and agrees policies for managing each of these risks, which are summarised below.

**(a) Credit Risk**

Credit risk is the risk that a counterparty will not meet the obligation under a financial instrument or customer contract, leading to a financial loss. The Company is exposed from its operating activities (primarily trade receivables) and from its financing activities, including deposits from banks and other financial instruments.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an going bases through out the reporting period. To assess whether there is a significant increase in credit risk, the company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward looking information. Especially the following indicators are incorporated:

- \* actual or expected significant adverse changes in business.
- \* actual or expected significant changes in the operating results of the borrower.
- \* significant increase in credit risk on other financial instruments of the same borrower.
- \* significant changes in the value of the collateral supporting the obligation or in the quality of third party guarantees or credit enhancements.
- \* Financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligation.

**Expected credit loss for trade receivable on simplified approach:**

The ageing analysis of the trade receivables (gross of provision) has been considered from the date of invoice falls due :-

( In INR Lakhs )

<b>Ageing</b>	<b>Not Due</b>	<b>Less than 3 months</b>	<b>3 to 6 months</b>	<b>6 to 12 months</b>	<b>More than 12 month</b>	<b>Total</b>
<b>As at 31st March,2020</b>						
Gross Carrying Amount		205.41	16.17	5.54	12.57	239.69
Less : Expected credit loss		-	-	-	10.19	10.19
Carrying Amount (net of impairment)		205.41	16.17	5.54	2.38	229.50
<b>As at 31st March,2019</b>						
Gross Carrying Amount		282.68	8.27	4.00	10.42	305.37
Less : Expected credit loss		-	-	-	9.14	9.14
Carrying Amount (net of impairment)		282.68	8.27	4.00	1.28	296.23

The Company uses a provision matrix to determine impairment loss on portfolio of its trade receivable. The provision matrix is based on its historically oberved default data over the expected life of the trade receivable and is adjusted for forwarded looking estimates.

The following table summarises the change in the loss allowances measured using expected credit loss model :

<b>Particulars</b>	<b>( In INR Lakhs )</b>
As at 1st April, 2019	9.14
Provided during the year	4.28
Amount written off	1.96
Reversal of provision	1.27
As at 31st March, 2020	10.19

**(b) Liquidity Risk**

Liquidity risk is defined as the risk that Company will not be able to settle or meet its obligation on time or at a reasonable price. The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. Process and policies related to such risk are overseen by the senior management. Management monitors the Comapny's net liquidity position through rolling forecast on the basis of expected cash flows.

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Standalone financial statements for the year ended 31st March, 2020**

**Note 30 Contd.**

**(i) Financing arrangements**

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

( In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
Expiring within one year (Bank overdraft facilities)	650.00	612.35

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice.

**(ii) Maturities of financial liabilities**

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities .

The following table summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

( In INR Lakhs )

As at 31st March,2020	Carrying Amount	On Demand	Less than 3 months	3 to 12 months	More than 12 months	Total
Borrowings	-	-	-	-	-	-
Trade payables	36.82	-	36.82	-	-	36.82
Other Liabilities	574.91	3.81	567.53	3.57	-	574.91
<b>Total</b>	<b>611.73</b>	<b>3.81</b>	<b>604.35</b>	<b>3.57</b>	<b>-</b>	<b>611.73</b>

As at 31st March,2019	Carrying Amount	On Demand	Less than 3 months	3 to 12 months	More than 12 months	Total
Borrowings	222.65	37.65	-	185.00	-	222.65
Trade payables	97.80	-	97.80	-	-	97.80
Other Liabilities	68.87	4.45	3.69	60.73	-	68.87
<b>Total</b>	<b>389.32</b>	<b>42.10</b>	<b>101.49</b>	<b>245.73</b>	<b>-</b>	<b>389.32</b>

**(C ) Market Risk**

Market risk is the risk that the fair value of future cash flow of a financial instrument will fluctuate because of change in market prices. Market risk comprises three type of risk :

Interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments and derivative financial instruments. The sensitivity analyses in the following sections relate to the position as at 31st March, 2020 and 31st March, 2019.

**Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regard to interest income and interest expenses and to manage the interest rate risk, management performs a comprehensive corporate interest rate risk management by balancing the proportion of the fixed rate and floating rate financial instruments in its total portfolio.

The exposure of Company's borrowing to interest rates changes at the end of the reporting period are as follows:

( In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
Variable rate borrowings	-	37.65
Fixed rate borrowings	-	185.00
Total borrowings	-	222.65

As at the end of the reporting period, the company had the following variable rate borrowings and interest rate swap contracts outstanding:

Particulars	31st March, 2020			31st March, 2019		
	weighted average interest rate	Balance	% of total borrowings	weighted average interest rate	Balance	% of total borrowings
Cash credit limits/overdraft	-	-	-	11.28%	37.65	16.91%
Net exposure to cash flow interest rate risk	-	-	-	11.28%	37.65	16.91%

Profit or loss is sensitive to higher /lower interest expenses from borrowings as a result of changes in interest rate

Particulars	Increase/decrease in basic points	Impact on Profit before tax	
		31st March, 2020	31st March 2019
Interest rates	+50	-	0.19
	-50	-	(0.19)

**Note 31** :- Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.





**CONSOLIDATED  
FINANCIAL STATEMENTS**

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# **THE YAMUNA SYNDICATE LIMITED**

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## **INDEPENDENT AUDITOR'S REPORT**

**To the Members of The Yamuna Syndicate Limited**

**Report on the Audit of the Consolidated Ind AS Financial Statements**

### **Opinion**

We have audited the accompanying Consolidated Ind AS Financial Statements of **The Yamuna Syndicate Limited** and its associate company (ISGEC Heavy Engineering Limited), which comprise the Consolidated Balance Sheet as at March 31, 2020, and the Consolidated Statement of Profit and Loss (including other comprehensive income), the consolidated statement of changes in equity and the Consolidated cash flows Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the Consolidated Ind AS Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and other financial information of associate, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group as at March 31, 2020, of its consolidated profit (including consolidated other comprehensive income), its consolidated cash flows and the consolidated changes in equity for the year then ended.

### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the “*Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements*” section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the *Code of Ethics* issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with these requirements and code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated Ind AS financial statements.

### **Emphasis of Matter**

M/s SCV & Co. LLP, the auditors who have audited the consolidated Ind AS financial statements of ISGEC Heavy Engineering Limited and its subsidiaries/associates, in their report has stated as under:

“We draw attention to Note 55 to the consolidated Ind AS financial statements which describe the uncertainties and the impact of Covid-19 pandemic on the Group’s operations, carrying amounts of investments, recoverability of receivables and other assets and management’s evaluation of the future performance of the Group. Our opinion is not modified in respect of this matter”

The note 55 referred in the above said report read as under:

“The Company has evaluated the impact of Covid-19 resulting firm (i) the possibility of constraints to fulfil its performance obligations under the contract with customers; (ii) revision of estimations of costs to complete the contract because of additional efforts; (iii) termination or deferment of contracts by customers. The company has concluded that the impact of Covid-19 is not material on long term basis based on these estimates. Due to the nature of the pandemic, the Company will continue to monitor developments to identify significant uncertainties relating to revenue in future periods.

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## **THE YAMUNA SYNDICATE LIMITED**

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The company has considered the possible effects that may result from the pandemic relating to Covid-19 on the recoverability of receivables including unbilled receivables and contract assets and contract costs, intangible assets and investments and other financial assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial results has used internal and external sources of information including credit reports and related information, economic forecast and consensus estimates from market sources on the expected future demand of its products and services. The company has performed, analysis on the assumptions used and based on the current estimates expects the carrying amount of these assets will be recovered.

The impact of Covid-19 on the company's financial results may differ from the estimated as at the date of approval these financial statements.”

Our Opinion is not modified in respect of the matter.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated Ind AS financial statements of the current period. These matters were discussed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters as there were no such significant matters which need to be reported separately.

### **Information other than the Consolidated Ind AS Financial Statements and Auditor's Report thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report of the Board of Directors including annexures to Board's Report, but does not include the Consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the Consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Consolidated Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matter stated in section 134(5) of the Act with respect to the preparation and presentation of these Consolidated Ind AS Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as “the Act”) that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rule, 2015 as amended. The respective Board of Directors of the Company and its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Ind

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## **THE YAMUNA SYNDICATE LIMITED**

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AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of presentation of the Consolidated Ind AS Financial Statements by the Directors of the Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

### **Auditor's responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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## **THE YAMUNA SYNDICATE LIMITED**

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- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Other Matters**

The consolidated Ind AS financial statements include the share in profit and other comprehensive income is Rs 7,533.45 lakhs reported in the associate's consolidated Ind AS financial statements for the year ended March 31, 2020, including of its subsidiaries whose financial statements have been audited by other auditors. These consolidated Ind AS financial statements and other information have been furnished to us by the management and our opinion on the consolidated Ind AS financial statements, in so far it relates to the amounts and disclosures included in respect of this associate and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid associate, is based solely on the report of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143 (3) of the Act, we report to the extent applicable that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid Consolidated Ind AS Financial Statements.
  - (b) In our opinion, proper books of account, as required by law relating to preparation of the aforesaid Consolidated Ind AS Financial Statements have been kept so far as it appears from our examination of those books and the report of other auditors.
  - (c) The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation for Consolidated Ind AS Financial Statements.

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## THE YAMUNA SYNDICATE LIMITED

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- (d) In our opinion, the aforesaid Consolidated Ind AS Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of written representations received from the Directors of the company as on March 31, 2020 taken on record by the Board of Directors of the company and the reports of the statutory auditors of its associate company, none of the Directors of Group Companies, is disqualified as on 31<sup>st</sup> March 2020 from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.
- (f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in “Annexure A”.
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a) The Consolidated Ind AS Financial Statements disclose the impact of pending litigation on its consolidated financial position of the Group.
  - b) Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its associate companies incorporated in India.
2. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Companies Act 2013, as amended:  
In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other statutory auditors of associate company incorporated in India, the remuneration for the year ended March 31, 2020 has been paid/provide by the Company and its associate company incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Companies Act, 2013.

**For Moudgil and Co.,**  
Chartered Accountants  
Firm Reg. No: 001010N

**Ajay Krishan Moudgil**  
Partner

Membership No. 080785  
UDIN: 20080785AAAABS6236

Place: Jagadhri  
Dated: 27.06.2020

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## **THE YAMUNA SYNDICATE LIMITED**

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### **Annexure-A to Independent Auditor's Report**

*[Referred to in Paragraph (1)(f) "Report on Other Legal and Regulatory Requirements" of the Independent Auditor's Report of even date to the members of **The Yamuna Syndicate Limited** on the Consolidated Ind AS Financial Statements for the year ended March 31, 2020]*

#### **Report on the Internal Financial Controls**

(Under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act"))

In conjunction with our audit of the Consolidated Ind AS Financial Statements of The Yamuna Syndicate Limited, Yamunanagar as of and for the year ended 31<sup>st</sup> March, 2020, We have audited the internal financial controls over financial reporting of **the company** and its associate which are companies incorporated in India, as of that date.

#### **Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Company and its associate, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

An audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, and the audit evidence obtained by the other auditors in terms of their reports referred to in the other matter paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls over financial reporting.

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

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## **THE YAMUNA SYNDICATE LIMITED**

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- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Consolidated Ind AS financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company and its associate which are companies incorporated in India, have in all material respects, an adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### **Other Matters**

Our aforesaid reports under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to one associate company including of its subsidiaries, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

**For Moudgil and Co.,**  
Chartered Accountants  
Firm Reg. No: 001010N

Place: Jagadhri  
Dated: 27<sup>th</sup> June, 2020

**Ajay Krishan Moudgil**  
Partner  
Membership No. 080785  
UDIN: 20080785AAAABS6236



**Consolidated Balance Sheet as at 31st March, 2020**

(In INR lakhs)

Particulars	Note	31st March, 2020	31st March, 2019
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	4	35.22	35.45
(b) Capital Work-In Progress		-	-
(c) Investment in Associate company (Accounting for using equity method)	31	86,992.20	71,138.46
(d) Financial Assets			
(i) Trade Receivables	5(a)	2.38	1.28
(ii) Loans	5(d)	2.16	2.52
(iii) Others	5(e)	5.62	5.37
(e) Deferred tax assets (Net)	6	7.80	6.62
(f) Other Non-current assets		-	-
<b>Total non-current assets</b>		<b>87,045.38</b>	<b>71,189.70</b>
<b>Current assets</b>			
(a) Inventories	8	437.39	623.71
(b) Financial Assets			
(i) Investments			
(ii) Trade Receivables	5(a)	227.12	294.95
(iii) Cash and cash equivalents	5(b)	2,396.83	1,593.55
(iv) Bank balances other than (iii) above	5(c)	31.12	11.58
(v) Loans	5(d)	1.42	1.14
(vi) Others	5(e)	8.28	15.10
(c) Other Current assets	7	143.63	171.25
<b>Total current assets</b>		<b>3,245.79</b>	<b>2,711.28</b>
<b>Total Assets</b>		<b>90,291.17</b>	<b>73,900.98</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	9(a)	307.37	307.37
(b) Other Equity Reserves and surplus	9(b)	89,290.45	73,118.98
<b>Total equity</b>		<b>89,597.82</b>	<b>73,426.35</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	10(a)	-	-
(ii) Trade payables	10(b)	-	-
(iii) Other financial liabilities	10(c)	0.30	1.20
(b) Deferred Revenue/income		-	-
(c) Provisions		-	-
(d) Employee benefit obligations	11	9.64	7.50
(e) Deferred tax liabilities (net)			
(f) Other Non-current liabilities	12	7.50	7.50
<b>Total non-current liabilities</b>		<b>17.44</b>	<b>16.20</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	10(a)	-	222.65
(ii) Trade payables	10(b)	36.82	97.80
(iii) Other financial liabilities	10(c)	574.61	67.67
(b) Other current liabilities	12	0.68	0.49
(c) Provisions		-	-
(d) Employee benefit obligations	11	0.11	0.10
(e) Current Tax liabilities	13	63.69	69.72
<b>Total Current liabilities</b>		<b>675.91</b>	<b>458.43</b>
<b>Total Equity and Liabilities</b>		<b>90,291.17</b>	<b>73,900.98</b>

The accompanying notes form an integral part to the financial statements.

For and on behalf of Board of Directors

Ashish Kumar  
Compay Secretary  
M.No. F7846

M.K. Kamboj  
Chief Financial Officer

P.Sunder  
Chief Executive Officer

Aditya Puri  
Director  
DIN : 00052534

Reva Khanna  
Director  
DIN : 00413270

In terms of our report of even date  
For Moudgil & Co. Chartered Accountant  
(Firm Regn. No. 001010N)

A.K Moudgil  
Partner  
Membership No-080785

Place : Jagadhri  
Date : 27.06.2020

**Consolidated Statement of Profit and Loss for the year ended 31st March, 2020**

(In INR lakhs)

	<b>Income</b>	<b>Note</b>	<b>31.03.2020</b>	<b>31.03.2019</b>
I	Revenue from Operations	14	5,111.92	6,625.08
II	Other Income	15	140.48	120.11
III	<b>Total Income (I+II)</b>		<b>5,252.40</b>	<b>6,745.19</b>
IV	<b>Expenses</b>			
	Purchases of traded goods	16	4,583.57	6,404.31
	Changes in Inventories of Traded goods	17	186.32	(149.19)
	Employee Benefits Expenses	18	138.87	121.10
	Finance Costs	19	21.58	33.85
	Depreciation	20	6.46	5.77
	Other Expenses	21	68.06	74.60
	<b>Total Expenses (IV)</b>		<b>5,004.86</b>	<b>6,490.44</b>
V	<b>Profit before exceptional items and share in profit of Associate (III-IV)</b>		<b>247.54</b>	<b>254.75</b>
VI	Share in profit of Associate company	31	6,775.43	6,456.32
VII	<b>Profit before exceptional items and tax (V+VI)</b>		<b>7,022.97</b>	<b>6,711.07</b>
VIII	Exceptional items		-	-
IX	<b>Profit before tax (VII -VIII)</b>		<b>7,022.97</b>	<b>6,711.07</b>
X	Tax Expense:			
	(a) Current Tax	22	67.23	70.26
	(b) Deferred Tax		(0.48)	(0.87)
XI	<b>Profit after tax (IX-X)</b>		<b>6,956.22</b>	<b>6,641.68</b>
XII	Other Comprehensive Income			
	(i) Items that will not be reclassified to profit or loss:			
	-Re-measurement gains/(losses) on defined benefit plans		(2.79)	(0.15)
	-Income tax effect relating to above item		0.70	0.04
	(ii) Share in other comprehensive income of Associate company		758.02	(189.24)
XIII	<b>Total comprehensive income for the period (XI + XII)</b>		<b>7,712.15</b>	<b>6,452.33</b>
	Earnings per equity share in Rupees			
	Basic & diluted	25	2,263	2,161

The accompanying notes form an integral part to the financial statements

For and on behalf of Board of Directors

Ashish Kumar  
Compay Secretary  
M.No. F7846

M.K. Kamboj  
Chief Financial Officer

P.Sunder  
Chief Executive Officer

Aditya Puri  
Director  
DIN : 00052534

Reva Khanna  
Director  
DIN : 00413270

In terms of our report of even date  
For Moudgil & Co. Chartered Accountant  
(Firm Regn. No. 001010N)

Place : Jagadhri  
Date:27.06.2020

A.K Moudgil  
Partner  
Membership No-080785

**Consolidated Cash Flow Statement for the year ended 31st March, 2020**

( In INR Lakhs )

Particulars	Note	31st March,2020	31st March,2019
<b>A Cash flow from Operating Activities</b>			
Profit before tax		247.54	254.75
Adjustments for :			
Share in profit of Associate company	31	6,775.43	6,456.32
Share in other comprehensive income of Associate company		758.02	(189.24)
Depreciation	20	6.46	5.77
Interest income classified as investing cash flows	15	(133.08)	(89.07)
Finance costs	19	21.58	33.85
Net gain/(loss) on sale of Fixed Assets	21	0.15	0.88
<b>Operating cash flow before changes in assets and liabilities</b>		<b>7,676.10</b>	<b>6,473.26</b>
(Increase)/Decrease in Investment in Associate company	31	(15,853.74)	(6,002.18)
(Increase)/Decrease in trade receivables	5(a)	66.73	(55.32)
(Increase)/Decrease in inventories	8	186.32	(149.18)
(Increase)/Decrease in other current financial assets	5(d) & 5(e)	6.54	(6.83)
(Increase)/Decrease in other non-current financial assets	5(d) & 5(e)	0.11	(2.45)
(Increase)/Decrease in other current assets	7	27.62	53.21
(Increase)/Decrease in other Non-current assets		-	-
Increase/(Decrease) in current financial liabilities	10(c)	506.94	17.99
Increase/(Decrease) in other non-current financial liabilities	10(c)	(0.90)	(17.07)
Increase/(Decrease) in other non-current liabilities	12	-	(17.30)
Increase/(Decrease) in other current liabilities	12	0.19	(0.05)
Increase/(Decrease) in employees benefit obligations	11	2.15	(0.97)
Increase/(Decrease) in Trade Payable	10(b)	(60.98)	77.52
<b>Cash generated from operations</b>		<b>(7,442.92)</b>	<b>370.63</b>
Income tax paid/(refund received)		(76.04)	(29.83)
<b>Net cash inflow / (outflow) from operating activities</b>		<b>(7,518.96)</b>	<b>340.80</b>
<b>B Cash flow from investing activities</b>			
Purchase of property,plant and equipment	4	(6.38)	(7.65)
Interest received	15	133.08	89.07
<b>Net cash inflow / (outflow) from investing activities</b>		<b>126.70</b>	<b>81.42</b>
<b>C Cash flows from financing activities</b>			
Repayment of borrowings	10(a)	-	(215.50)
Short term borrowings(net)	10(a)	(222.65)	110.15
Finance costs	19	(21.58)	(33.85)
Dividend paid (including tax) to Company's shareholders	26	(796.67)	(111.17)
Share in Addition from Business combination		9,590.84	-
Share of change in equity		(334.86)	(100.07)
<b>Net cash flow / (outflow) from financing activities</b>		<b>8,215.08</b>	<b>(350.44)</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>		<b>822.82</b>	<b>71.78</b>
Cash and cash equivalents at the beginning of the financial year	5(b) & 5(c)	1,605.13	1,533.35
Cash and cash equivalents at the end of the financial year	5(b) & 5(c)	2,427.95	1,605.13

**Note:**

- The above cash flow statement has been prepared under the indirect method set out in Indian Accounting Standard (Ind As) 7.
- Figures in brackets indicate cash outgo.
- Previous year figures have been regrouped and recast wherever necessary to confirm to the current year classifications.

For and on behalf of Board of Directors

Ashish Kumar  
Company Secretary  
M.No. F7846

*M.K. Kamboj*  
Chief Financial Officer

*P.Sunder*  
Chief Executive Officer

*Aditya Puri*  
Director  
DIN : 00052534

*Reva Khanna*  
Director  
DIN : 00413270

In terms of our report of even date  
For Moudgil & Co. Chartered Accountant  
(Firm Regn. No. 001010N)

Place : Jagadhri  
Date:27.06.2020

A.K Moudgil  
Partner  
Membership No-080785

**Consolidated Statement of changes in equity for the year ended 31st March, 2020**

<b>A : Equity share capital</b>	(In INR Lakhs)
<b>As at 01.04.2018</b>	307.37
Changes in equity share capital	-
<b>As at 31.03.2019</b>	<b>307.37</b>
Changes in equity share capital	-
<b>As at 31.03.2020</b>	<b>307.37</b>

Particulars	Capital reserve	Reserves and surplus			Retained Earnings	Items of other comprehensive income	Total
		Capital Redemption Reserve	Securities Premium Reserve	General Reserve			
		<b>Balance as at 1st April, 2018</b>	18,257.38	-			
Add : -Profit for the year					6,641.68		6,641.68
-Other comprehensive income/(loss)( net of tax)					(0.11)		(0.11)
-Share in other comprehensive income of Associate company					(189.24)		(189.24)
Less : Appropriations :-							
-Dividend paid for the year ended March 31, 2018 (including Dividend distribution tax)					111.17		111.17
Add Share of other change in equity					(100.07)		(100.07)
<b>Balance as at 31st March, 2019</b>	<b>18,257.38</b>	<b>-</b>	<b>-</b>	<b>569.81</b>	<b>54,291.79</b>	<b>-</b>	<b>73,118.98</b>
<b>Balance as at 1st April, 2019</b>	<b>18,257.38</b>	<b>-</b>	<b>-</b>	<b>569.81</b>	<b>54,291.79</b>	<b>-</b>	<b>73,118.98</b>
Add : -Rounding off adjustment of previous years				0.01	-		0.01
Add : -Profit for the year					6,956.22		6,956.22
-Other comprehensive income/(loss) (net of tax)					(2.09)		(2.09)
-Share in other comprehensive income of Associate company					758.02		758.02
-Share in Addition from Business combination					9,590.84		9,590.84
Less : Appropriations :-							
-Dividend paid for the year ended March 31, 2019 (including Dividend distribution tax)					148.22		148.22
-Interim Dividend paid for the year ended March 31, 2020 (including Dividend distribution tax)					648.45		648.45
Add Share of other change in equity					(334.86)		(334.86)
<b>Balance as at 31st March, 2020</b>	<b>18,257.38</b>	<b>-</b>	<b>-</b>	<b>569.82</b>	<b>70,463.25</b>	<b>-</b>	<b>89,290.45</b>

The accompanying notes form an integral part to the financial statements

For and on behalf of Board of Directors

Ashish Kumar  
Company Secretary  
M.No. F7846

M.K. Kamboj  
Chief Financial Officer

P.Sunder  
Chief Executive Officer

Aditya Puri  
Director  
DIN : 00052534

Reva Khanna  
Director  
DIN : 00413270

In terms of our report of even date  
For Moudgil & Co. Chartered Accountant  
(Firm Regn. No. 001010N)

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## **THE YAMUNA SYNDICATE LIMITED**

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### **Note 1: Corporate information**

The Yamuna Syndicate Limited (the “company”) is a Listed Public Limited Company. The registered office of the company is located at Radaur Road, Yamunanagar -135001(Haryana).The company is engaged in trading activities.

The Company has one Associate company namely Isgec Heavy Engineering Ltd. (“Associate company”). It is also a Listed Public Limited Company, having its registered office at Radaur Road, Yamunanagar- 135 001. The Associate company is engaged in manufacturing of Plants, equipments and Machineries.

### **Note 2: Significant accounting policies**

#### **(a) Basis of preparation**

##### **(i) Compliance with IND AS**

These consolidated financial Statements are prepared in accordance with the Indian Accounting standards (IND AS) under the historical cost convention on accrual basis, the provisions of the Companies Act, 2013 (the Act) (to the extent notified). The IND AS are prescribed under section 133 of the Act read with Rule 3 of the [Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The Company has adopted the IND AS Standards and the adoption was carried out in accordance with IND AS.

##### **(ii) Principles of consolidation and equity accounting**

The Company has only one associate and no subsidiary and Joint venture. These financial statements comprise the financial statements of the company and its associate. These financial statements are prepared by applying uniform accounting policies in use at the company.

An associate is an entity over which the company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies. Investment in associate is accounted for using the equity method of accounting. The investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor’s share of profit or loss of the investee after the acquisition date. The company’s investment in associate includes retained earnings arising at the time of acquisition of shares, and thereafter capital reserve and accumulated profits

#### **(b) Current versus Non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- \* Expected to be realised or intended to be sold or consumed in normal operating cycle,
- \* Held primarily for the purpose of the trading,
- \* Expected to be realised within twelve months after the reporting period, or
- \* Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

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## **THE YAMUNA SYNDICATE LIMITED**

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### **Significant accounting policies (cont..)**

All other assets are classified as non-current.

A liability is classified as current when:

\*it is expected to be settled in normal operating cycle,

\*it is held primarily for the purpose of the trading,

\*it is due to be settled within twelve months after the reporting period, or

\*there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

### **(c) Property, plant and equipment**

Property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

#### **Depreciation methods, estimated useful lives and residual value**

Depreciation is calculated using the written down value method to allocate their cost, net of residual values, over their estimated useful lives of the assets as prescribed under schedule II to the Companies Act, 2013

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable values.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within gains / (losses).

### **(d) Inventories**

Inventories are valued at the lower of cost and net realisable value. Cost of traded goods include cost of purchases and other costs incurred in bringing the inventories to their present location and condition after deducting rebates and discounts. Cost is determined on weighted average method.

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## **THE YAMUNA SYNDICATE LIMITED**

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### **Significant accounting policies (cont..)**

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

#### **(e) Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand and deposit with banks. Cash equivalents are short term, highly liquid investments that readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value

#### **(f) Provisions**

##### **General**

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A contingent liability is disclosed, unless the possibility of an outflow of resources embodying economic benefits has become probable.

A contingent asset is not recognized but disclosed when an inflow of economic benefits is probable. A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by occurrence or non-occurrence of one or more uncertain events not wholly within the control of the entity.

#### **(g) Income tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the country where the company operate and generate taxable income. Management evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only will if it is probable that future taxable amounts will be available to utilize those temporary differences and losses

**Significant accounting policies (cont..)**

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred income taxes are not provided on the distributed profits of associate where it is expected that the earnings of the associate will not be distributed in the foreseeable future.

Deferred tax liabilities have not been recognized on temporary differences associated with investment in associate as it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are not recognized for temporary differences between the carrying amount and tax basis of investment in associate where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilized.

**(h). Revenue recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

However, goods & service tax/value added tax (VAT) is not received by the group on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue. The specific recognition criteria described below must also be met before revenue is recognised.



**Significant accounting policies (cont..)**

**Sale of goods**

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns, discounts, allowances and rebates.

**Rendering of services**

Service revenues are recognised as the services are rendered and are stated at net of discounts and taxes. Revenues from prepaid- customers are recognized based on actual usage. When the contract outcome cannot be measured reliably, revenue is recognised only to the extent that the expenses incurred are eligible to be recovered.

**Interest income**

Interest income is recognised using the bank interest rates, which is considered to be effective rate of interest. The effective rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. While calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (For example prepayments, extension, call and similar options) but does not consider the expected credit losses.

**Dividends**

Revenue is recognized when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

**(i) Borrowing costs**

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation

Other borrowing costs are expensed in the period in which they are incurred.

**(j) Employee benefits**

**(i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current benefit obligations in the Balance sheet.

**Significant accounting policies (cont..)**

**(ii) Other long term employee benefit obligations**

The liabilities for earned leave and sick leave are expected to be settled wholly within twelve months after the end of the period in which the employee render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees upto the end of the reporting period using the projected unit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

**(iii) Post-employment obligations**

The liability or asset recognized in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuary using the projected unit credit method, is funded with Life Insurance Corporation of India.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

**Defined contributions plan**

The company's contributions to provident fund and superannuation fund are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due. The company has no further payment obligations once the contributions have been paid.

**Bonus plans**

The company recognizes a liability and an expense for bonus. The company recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

**(k) Leases**

Payments made under leases for land are charged to statement of profit and loss under rent with reference to terms.

**Significant accounting policies (cont..)**

**(l) Earnings per share**

Basic and diluted earnings is computed by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

**(m) Financial instruments**

**(i) Measurement**

An initial recognition, the company measures a financial asset at its fair value plus, in the case of financial asset not at fair value through profit and loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

**Debt instruments**

Subsequent measurement of debt instruments depends on the company's business model for managing the asset and cash flow characteristics of the asset. There are three measurement categories into which the company classifies its debt instruments:

**\*Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognized in profit and loss when the asset is derecognized or impaired these. Interest income from these financial assets is included in finance income using the effective interest rate method.

**\*Fair value through other comprehensive income(FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI).Movements in the carrying amount are taken through OCI ,except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss. When the financial asset is de-recognised, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit and loss and recognized in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate.

**\*Fair value through profit or loss :** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt instrument that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognized in profit or loss and presented net in the statement of profit and loss within other gain/(losses)in the period in which it arises. Interest income from these financial assets is included in other income.

**Significant accounting policies (cont..)**

**(ii) Impairment of financial assets**

In accordance with IND-AS 109, the company applies expected credit loss (ECL) mode for measurement and recognition of impairment loss on financial assets and credit risk exposures.

Financial assets that are debt instruments, and are measured at amortised cost e.g. loans, deposits, trade receivables and bank balance. Financial assets that are debt instruments and are measured as at FVTOCI.

The company follows simplified approach for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its recognition.

**(ii) De-recognition of financial assets**

A financial asset is de-recognised only when the company has transferred the rights to receive cash flows from the financial asset or retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients. When the entity has transferred an asset, the company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the company has not retained control of the financial asset. Where the company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

**(n) Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

**(o) Trade payables**

The amount represents liabilities for services provided to the company prior to the end of the period which are unpaid. The amounts are unsecured non-interest bearings and are usually paid within 60 days of recognition. Trade payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized at amortised cost, and the carrying amounts are reasonable approximation of fair value.

**(p) Investment in associate**

An associate is an entity over which the company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

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## **THE YAMUNA SYNDICATE LIMITED**

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### **Significant accounting policies (cont..)**

The Company's investment in its associate is accounted for using the equity method. Under the equity method, the investment in an associate is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the company's share of net assets of the associate since the acquisition date.

The statement of profit and loss reflects the company's share of the results of operations of the associate. In addition, when there has been a change recognized directly in the equity of the associate, the company recognizes its share of any changes, when applicable in the statement of changes in equity. Dividend received or receivable from associate is recognized as a reduction in the carrying amount of the investment.

### **(q) Rounding off amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

### **Note 3 : Accounting estimates, assumptions and judgments**

The preparation of financial statements requires the use of accounting estimates, which by definition, will seldom equal the actual results, also needs to exercise judgment in applying the company's accounting policies, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities, if any. Uncertainty about these assumptions and estimates could result in outcomes of assets and liabilities affected in future periods.

The area involving critical estimate or judgment is

- |  |             |
|--|-------------|
| -Recognition of deferred tax assets for carried forward losses | – Note 6    |
| -Impairment of trade receivables                               | - Note 5(a) |
| - Estimation of tax expense                                    | - Note 22   |

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the company and that are believed to be reasonable under the circumstances.

There are no sources of estimation uncertainty that may have a significant risk of causing material adjustments to the carrying amounts of assets and liabilities in future periods, and also there are no significant judgments that may require disclosures.

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Consolidated financial statements for the year ended 31st March, 2020**

**Note 4 :- Property, Plant and Equipment**

( In INR Lakhs )

Particulars	Land	Building	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Total
<b>Year ended 31.03.2019</b>							
<b>Gross carrying amount</b>							
Opening Gross carrying amount	1.44	59.42	8.89	11.83	29.19	13.67	124.44
Additions	-	-	0.60	0.13	4.69	2.23	7.65
Disposals	-	(0.09)	(1.98)	(1.96)	(0.04)	(1.50)	(5.57)
<b>Closing gross carrying value</b>	<b>1.44</b>	<b>59.33</b>	<b>7.51</b>	<b>10.00</b>	<b>33.84</b>	<b>14.40</b>	<b>126.52</b>
<b>Accumulated depreciation</b>							
Opening accumulated depreciation	-	37.98	6.45	10.82	22.60	12.14	89.99
Depreciation charge during the year	-	2.18	0.44	0.25	2.04	0.86	5.77
Disposals	-	(0.09)	(1.49)	(1.87)	(0.04)	(1.20)	(4.69)
<b>Closing accumulated depreciation</b>	<b>-</b>	<b>40.07</b>	<b>5.40</b>	<b>9.20</b>	<b>24.60</b>	<b>11.80</b>	<b>91.07</b>
<b>Net carrying amount</b>	<b>1.44</b>	<b>19.26</b>	<b>2.11</b>	<b>0.80</b>	<b>9.24</b>	<b>2.60</b>	<b>35.45</b>
<b>Year ended 31.03.2020</b>							
Opening Gross carrying amount	1.44	59.33	7.51	10.00	33.84	14.40	126.52
Additions	-	-	0.48	0.58	5.15	0.17	6.38
Disposals	-	-	-	(0.49)	(2.69)	(0.22)	(3.40)
<b>Closing gross carrying value</b>	<b>1.44</b>	<b>59.33</b>	<b>7.99</b>	<b>10.09</b>	<b>36.30</b>	<b>14.35</b>	<b>129.50</b>
<b>Accumulated depreciation</b>							
Opening accumulated depreciation	-	40.07	5.40	9.20	24.60	11.80	91.07
Depreciation charge during the year	-	1.96	0.40	0.27	2.89	0.94	6.46
Disposals	-	-	-	(0.48)	(2.56)	(0.21)	(3.25)
<b>Closing accumulated depreciation</b>	<b>-</b>	<b>42.03</b>	<b>5.80</b>	<b>8.99</b>	<b>24.93</b>	<b>12.53</b>	<b>94.28</b>
<b>Net carrying amount</b>	<b>1.44</b>	<b>17.30</b>	<b>2.19</b>	<b>1.10</b>	<b>11.37</b>	<b>1.82</b>	<b>35.22</b>

**Note (i) Disclosure under IND AS 16**

There is no item of property, plant and equipment which has retired from active use and has not been classified as held for sale in accordance with IND AS 105.

(ii) Opening balances of gross block and accumulated depreciation have been regrouped/ reclassified/rearranged wherever considered necessary.

(iii) Borrowing cost capitalized during the period is Nil.

**Notes to the Consolidated financial statements for the year ended 31st March, 2020**

**Note 5:- Financial assets**

**5 (a) : Trade Receivables**

( In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
Trade Receivables	222.78	284.16
Doubtful debts	10.19	9.14
Receivable from Associate company (Refer note 24-C)	3.63	8.90
Receivables from other related parties (Refer note 24-C)	3.09	3.17
	<b>239.69</b>	<b>305.37</b>
Less: Allowance for doubtful debts	10.19	9.14
<b>Total Trade Receivables</b>	<b>229.50</b>	<b>296.23</b>
Current portion	227.12	294.95
Non-current portion	2.38	1.28
<b>Break-up of security details</b>		
Secured, considered good	-	-
Unsecured, considered good	229.50	296.23
Doubtful debts	10.19	9.14
	<b>239.69</b>	<b>305.37</b>
Less : Allowance for doubtful debts	10.19	9.14
<b>Total Trade Receivables</b>	<b>229.50</b>	<b>296.23</b>

Notes :

(i) No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies in which any director is a partner or a director respectively.

(ii) For term and conditions relating to related party receivable refer note 24(c)

(iii) Trade Receivable are non- interest bearing and are generally on terms of 30 to 90 days.

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Consolidated financial statements for the year ended 31st March, 2020**

**5 (b) : Cash and cash equivalents**

( In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
Balances with banks in		
- Current accounts	10.94	21.56
-Fixed Deposit with maturity with in twelve months	2,256.60	1,465.35
Interest accrued on deposits	77.23	48.31
Cheques, drafts in hand	50.20	52.45
Cash in hand	1.86	5.88
<b>Total cash and cash equivalents</b>	<b>2,396.83</b>	<b>1,593.55</b>

**5 (c) : Other Bank Balances**

( In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
- Employees security deposits	-	0.90
- Unpaid dividend accounts	3.51	3.25
- Margin money against bank guarantee	27.61	7.43
<b>Total</b>	<b>31.12</b>	<b>11.58</b>

**5 (d) : Loans**

( In INR Lakhs )

Particulars	31st March 2020		31st March 2019	
	Non- Current	Current	Non-current	Current
Loans and advances to employees *				
-Secured, considered good(**)	2.16	1.32	2.52	0.95
-Unsecured, considered good	-	0.10	-	0.19
<b>Total loans</b>	<b>2.16</b>	<b>1.42</b>	<b>2.52</b>	<b>1.14</b>

\* Effective rate of interest is not applied as this had no material effect on the statement of profit and loss.

(\*\*) Includes Four-wheeler Vehicle Loan to one Key Managerial Personnel against Hypothecation of Vehicle.

**5 (e) : Other financial assets**

( In INR Lakhs )

Particulars	31st March 2020		31st March 2019	
	Non- Current	Current	Non-current	Current
Security deposits (a)	5.62	-	5.37	-
Incentive Receivable	-	8.28	-	15.10
<b>Total other financial assets</b>	<b>5.62</b>	<b>8.28</b>	<b>5.37</b>	<b>15.10</b>
(a) Include in favour of State Consumer Disputes Redressal Forum ( Unsecured, considered good)	2.95		2.95	



**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Consolidated financial statements for the year ended 31st March, 2020**

**Note 6: Deferred tax assets / (Liabilities) ( net)**

The balance comprises temporary differences attributable to:

( In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
<b>Deferred tax assets</b>		
Property, Plant and Equipment	1.63	1.59
Employee Benefit obligation	2.78	1.67
Provision for Doubtful debts	2.56	2.54
Provision for Bonus	0.83	0.82
<b>Total deferred tax assets</b>	<b>7.80</b>	<b>6.62</b>
<b>Deferred tax liabilities</b>	<b>-</b>	<b>-</b>
<b>Net deferred tax assets / (liabilities)</b>	<b>7.80</b>	<b>6.62</b>

**Movements in deferred tax assets / (Liabilities)**

( In INR Lakhs )

Particulars	Property Plant and equipment	Defined Benefit obligation	Tax losses	Doubtful debts	Total
<b>Deferred Tax Assets</b>					
<b>As at 1st April, 2018</b>	1.99	3.72	-	-	5.71
(charged)/ credited					
-to profit and loss	(0.40)	(1.27)		2.54	0.87
-to other comprehensive income		0.04	-	-	0.04
<b>As at 31st.March,2019</b>	<b>1.59</b>	<b>2.49</b>	<b>-</b>	<b>2.54</b>	<b>6.62</b>
<b>Deferred Tax Assets</b>					
(charged)/ credited:					
- to profit and loss	0.04	0.42		0.02	0.48
- to other comprehensive income		0.70			0.70
<b>As at 31st March,2020</b>	<b>1.63</b>	<b>3.61</b>	<b>-</b>	<b>2.56</b>	<b>7.80</b>

**Note 7 : Other Current assets**

( In INR Lakhs )

Particulars	31st March 2020	31st March 2019
Balance with Government authorities	30.89	70.79
Advance to suppliers	13.62	17.60
Claims and insurance claims	24.09	15.70
Advance Income Tax	52.50	41.83
TDS	13.55	9.05
Mat Credit entitlement	-	6.19
Others	7.94	7.94
Prepaid expenses	1.04	2.15
<b>Total other current assets</b>	<b>143.63</b>	<b>171.25</b>

**Note 8 : Inventories**

( In INR Lakhs )

Particulars	31st March,2020	31st March,2019
Traded goods	437.39	623.71
(At lower of cost and net realisable value)		
<b>Total Inventories</b>	<b>437.39</b>	<b>623.71</b>

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Consolidated financial statements for the year ended 31st March, 2020**

**Note 9 : Equity Share Capital and other equity**

( In INR Lakhs )

<b>Note 9 (a) : Equity share capital</b>	<b>Number of Shares</b>	<b>Amount</b>
<b>Authorised equity share capital</b>		
<b>As at 1st.April, 2018</b>	325,000	325.00
Changes during the year	-	-
<b>As at 31st.March,2019</b>	325,000	325.00
<b>As at 1st.April, 2019</b>	325,000	325.00
Changes during the year	-	-
<b>As at 31st.March,2020</b>	<b>325,000</b>	<b>325.00</b>
<b>Issued equity capital</b>		
Equity shares of Rs 100/- each issued, subscribed and fully paid		
<b>As at 1st.April, 2018</b>	307,365	307.37
Changes during the year	-	-
<b>As at 31st March,2019</b>	307,365	307.37
<b>As at 1st.April, 2019</b>	307,365	307.37
Changes during the year	-	-
<b>As at 31st.March,2020</b>	<b>307,365</b>	<b>307.37</b>

**Terms and rights attached to equity shares**

The Company has only one class of equity shares having a par value of Rs 100 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by each of the equity share holders.

**Detail of share holders holding more than 5% shares in the Company**

<b>Name of the shareholder</b>	<b>31st March,2020</b>		<b>31st March,2019</b>	
	<b>Number of shares</b>	<b>% of holding</b>	<b>Number of shares</b>	<b>% of holding</b>
Mr Ranjit Puri *	77,386	25.18	77,386	25.18
Mr. Ranjit Puri (HUF)	70,642	22.98	70,642	22.98
Mr Aditya Puri *	60,859	19.80	60,859	19.80
Mr. Arvind Malhan	25,894	8.42	4,080	1.33
Mr Romesh Malhan *	21,032	6.84	42,846	13.94

\* (Individually and / or jointly with others )

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Consolidated financial statements for the year ended 31st March, 2020**

**Note 9 : Equity Share Capital and other equity (cont..)**

**9 (b) : Reserves and surplus**

(In INR Lakhs)

Particulars	31st March, 2020	31st March, 2019
Capital reserve	18,257.38	18,257.38
General reserve	569.82	569.81
Retained earnings	70,463.25	54,291.79
<b>Total reserves and surplus</b>	<b>89,290.45</b>	<b>73,118.98</b>

**(i) Capital reserve**

Particulars	31st March, 2020	31st March, 2019
<b>Opening balance</b>	18,257.38	18,257.38
Changes during the year	-	-
Closing balance	18,257.38	18,257.38

**(ii) General reserve**

Particulars	31st March, 2020	31st March, 2019
<b>Opening balance</b>	569.81	569.81
Add : Rounding off adjustment of previous years	0.01	-
Closing balance	569.82	569.81

**(iii) Retained earnings**

Particulars	31st March, 2020	31st March, 2019
<b>Opening balance</b>	54,291.79	48,050.70
Add : -Profit for the year	6,956.22	6,641.68
- other comprehensive income/(loss) (net of tax)	(2.09)	(0.11)
-Share in Addition from Business combination	9,590.84	-
-Share in other comprehensive income of Associate company	758.02	(189.24)
Less : Appropriations		
-Dividend paid for the year	122.95	92.21
-Interim Dividend paid for the year	537.89	-
-Dividend Distribution Tax paid during the year	135.83	18.96
Add -Share of other change in equity	(334.86)	(100.07)
Closing balance	70,463.25	54,291.79

**Capital reserve**

This include Company's Capital reserve INR Lakhs 2.02 available for capitalisation.

**General reserve**

This represents appropriation of profits by the company.

**Retained earnings**

This include company's undistributed profits after tax INR Lakhs 5148.62.

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Consolidated financial statements for the year ended 31st March, 2020**

**Note 10:- Financial liabilities**

**10 (a) Borrowings**

(In INR Lakhs)

Particulars	31st March, 2020		31st March, 2019	
	Non-current	Current	Non-current	Current
Secured				
From banks				
-Cash credit Account*	-	-	-	37.36
-Overdraft Current Account**	-	-	-	0.29
Unsecured				
-Deposit from directors #	-	-	-	185.00
<b>Total Non-current and current borrowings</b>	-	-	-	<b>222.65</b>

Maturity Date	Terms of repayment	Effective Interest Rate	Secured borrowings and assets pledged as security
* Repayable on demand	Repayable on demand	11.35%	Inventory and book debts are hypothecated with Punjab National Bank
** Repayable on demand	Repayable on demand	7.15%	Fixed Deposit for Rs. 225 Lakh is under lien marked with State Bank of India.
# Repayable on due date from the deposit date	3(Three) years from the deposit date.	11.50%	Unsecured borrowings

The carrying amount of financial and non-financial assets pledged as security for current and non-current borrowings are disclosed in Note 27

**10 (b):- Trade Payables**

(In INR Lakhs)

Particulars	31st March, 2020		31st March, 2019	
	Non-current	Current	Non-current	current
Total outstanding dues of micro, small and medium Enterprises	-	-	-	-
Total outstanding dues of creditors other than micro, small and medium Enterprises	-	36.82	-	97.80
<b>Total Trade Payables</b>	-	<b>36.82</b>	-	<b>97.80</b>

**10 (c) :- Other Financial liabilities**

(In INR Lakhs)

Particulars	31st March, 2020		31st March, 2019	
	Non-current	Current	Non-current	Current
Security deposit	0.30	-	1.20	-
Statutory Dues payable	-	1.91	-	3.68
Interim dividend payable	-	537.89	-	-
Other payables	-	31.30	-	27.39
Interest accrued but not due on borrowings				
-Directors	-	-	-	33.34
-Others	-	-	-	0.01
Unpaid dividends (*)	-	3.51	-	3.25
<b>Total other financial liabilities</b>	<b>0.30</b>	<b>574.61</b>	<b>1.20</b>	<b>67.67</b>

(\*) During the year, the Company has deposited unclaimed dividend for the financial year 2011-12 amounting to Rs. 30,680/-.  
There is no other amount/shares due to transfer into the Fund.

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Consolidated financial statements for the year ended 31st March, 2020**

**Note 11:- Employee benefits obligation**

(In INR Lakhs )

Particulars	31st March, 2020			31st March, 2019		
	Non-current	current	Total	Non-current	Current	Total
Leave Obligation (i)	8.16	0.11	8.27	5.76	0.10	5.86
Gratuity (ii)	1.48	-	1.48	1.74	-	1.74
<b>Total Employee benefits obligation</b>	<b>9.64</b>	<b>0.11</b>	<b>9.75</b>	<b>7.50</b>	<b>0.10</b>	<b>7.60</b>

**(i) Leave obligation**

The leave obligation cover the company's sick and earned leave.

The amount of provision of 31.03.2020 In INR Lakhs 0.11 (31.03.2019 In INR Lakhs 0.10 ) is presented as current,since the company does not have an unconditional right to defer for settlement of these obligations. However,based on past experience the company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months.

**(ii) Gratuity**

The company provides for gratuity for employees as per the payment of Gratuity Act,1972.Employees who are in continuous service for a period of 5 years are eligible for gratuity.The level of benefits provided depends on the member's length of service and salary at retirement age.The defined benefit obligation is calculated annually by actuary using the projected unit credit method, is funded with Life Insurance Corporation of India.

**(iii) Defined contributions plans**

The company has certain defined contribution plans.Contributions are made to provident fund for employees at the rate of 12 % of salary as per regulations.The contribution are made to registered provident fund administered by the Govt.The obligation of the company is limited to the amount contributed and it has no further contractual or constructive obligation. The expense recognised during the year towards defined contribution plan is In INR Lakhs 1.77 (31st March, 2019 In INR Lakhs 1.66).

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Consolidated financial statements for the year ended 31st March, 2020**

**(iv) Defined Benefit Plan**

The liability for employee gratuity and leave encashment is determined on actuarial valuation using projected unit credit method. The obligations are as under:-

(In INR Lakhs)

Particulars	Gratuity		Leave Encashment	
	2019-2020	2018-2019	2019-2020	2018-2019
<b>1. Change in Present Value of Obligation</b>				
Present value of obligation at the beginning of the period	10.29	9.20	5.86	5.67
Acquisition cost				
Interest cost	0.77	0.67	0.41	0.42
Current service cost	1.20	0.86	2.09	1.51
Benefits paid	(0.36)	(0.95)	(0.95)	(0.82)
Actuarial (gain)/loss on obligation	3.10	0.51	0.86	(0.92)
Present value of obligation at end of period	15.00	10.29	8.27	5.86
<b>2. Change in Fair Value of Plan Assets</b>				
Fair value of plan assets at the beginning of the period	8.55	6.31	-	-
Acquisition adjustment				
Actual return on plan assets	0.80	0.54	-	-
Contributions	3.86	1.75		
Benefits paid	0.00	(0.39)	-	-
Actuarial gain/(loss) on plan assets	0.31	0.34	-	-
Fair value of plan assets at the end of the period	13.52	8.55	-	-
<b>3. Amount to be recognised in Balance Sheet</b>				
Present value of obligation as at end of the period	15.00	10.29	8.27	5.86
Fair value of plan assets as at the end of the period	13.52	8.55	-	-
Net Asset/(liability) recognised in Balance Sheet	1.48	1.74	(8.27)	(5.86)
<b>4. Expenses recognised in the statement of profit &amp; loss.</b>				
Current service cost	1.20	0.86	2.09	1.51
net Interest cost	(0.03)	0.13	0.41	0.42
Expected return on plan assets	-	-		
Net actuarial (gain)/loss recognised in profit/loss	-	-	0.86	(0.92)
Expenses recognised in the statement of Profit & Loss	1.17	0.99	3.36	1.01
<b>5. Recognised in other comprehensive income for the year</b>				
a. Net cumulative unrecognized actuarial gain/(loss) opening				
b. Actuarial gain / (loss) for the year on PBO	(2.79)	(0.15)		
c. Actuarial gain /(loss) for the year on Asset				
d. Unrecognized actuarial gain/(loss) at the end of the year	(2.79)	(0.15)		
<b>6. Maturity Profile of Defined Benefit Obligation</b>				
1. Within the next 12 months (next annual reporting period)	0.73	1.22		
2. Between 2 and 5 years	3.41	5.31		
3. Between 6 and 10 years	4.77	6.02		
4. Between 10 years above	26.48	26.74		

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Consolidated financial statements for the year ended 31st March, 2020**

**Defined benefit plan (contd.)**

(ii) Significant estimates: Actual assumptions and sensitivity

(a) Sensitivities due to morality and withdrawals are not material and hence impact of change is not calculated.

(b) Sensitivity of the defined benefit obligation is determined based on the expected movement in liability if the assumptions were not proved to be true on different count.

Particulars	31st March,2020	31st March,2019
(i) Major categories of plan assets (as percentage of total plan assets)	100%	100%
(ii) Economic assumption		
-Discount rate	6.75%	7.65%
-Salary escalation	10.00%	10.00%
(iii) Demographic assumption		
-Retirement age (years)	60	60
-Morality rates inclusive as provision for disability	100% of IALM (2012-14)	100% of IALM (2012-14)
- Ages		
(iv) Aggregate weighted average principal assumption	12.81%	11.89%
(v) Attrition rate	5% PA	10% PA
(vi) Morality rates for specimen ages:		
<b>Age</b>	<b>QW</b>	<b>QR</b>
20	0.003417	-
25	0.037583	-
30	0.071750	-
35	0.100450	-
40	0.079950	-
45	0.594500	-
50	0.038950	-
55	0.018450	-
60	0.000000	1.000000

While calculating the sensitivity of the defined benefit obligation to significant actuarial assumption the same method (Present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period)has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumption used in preparing the sensitivity analysis did not change compared to the prior period.

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Consolidated financial statements for the year ended 31st March, 2020**

**Note 12: Other liabilities**

(In INR Lakhs )

Particulars	31st March, 2020		31st March, 2019	
	Non-current	Current	Non-current	Current
Advance from customers	-	0.68	-	0.49
Compensation payable	7.50	-	7.50	-
<b>Total other liabilities</b>	<b>7.50</b>	<b>0.68</b>	<b>7.50</b>	<b>0.49</b>

**Note 13: Current tax liabilities**

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
Current tax payable for the year	63.69	69.72
<b>Total current tax liabilities</b>	<b>63.69</b>	<b>69.72</b>

**Note 14 : Revenue from operations**

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
Sale of products	5,037.43	6,556.80
Other operating revenues	74.49	68.28
<b>Total revenue from operations</b>	<b>5,111.92</b>	<b>6,625.08</b>

**Note 15 : Other Income**

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
Interest Income		
-On deposits	132.91	88.87
-On security deposits and loans and advances	0.17	0.20
Other Non-operating Income	7.40	31.04
<b>Total other income</b>	<b>140.48</b>	<b>120.11</b>



**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Consolidated financial statements for the year ended 31st March, 2020**

**Note 16 : Purchases of traded goods**

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
Purchases of traded goods	4,583.57	6,404.31
<b>Total purchases of traded goods</b>	<b>4,583.57</b>	<b>6,404.31</b>

**Note 17 : Changes in Inventories of traded goods**

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
Opening stock	623.71	474.52
Closing stock	437.39	623.71
<b>Total changes in Inventories of traded goods</b>	<b>186.32</b>	<b>(149.19)</b>

**Note 18 : Employee benefits expenses**

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
Salaries and wages	124.63	108.64
Contribution to Provident and other Funds	12.35	10.36
Staff Welfare Expenses	1.89	2.10
<b>Total employee benefits expenses</b>	<b>138.87</b>	<b>121.10</b>

**Note 19 : Finance costs**

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
Interest Expense on:		
-Borrowings	20.69	31.98
Others	0.89	1.87
<b>Total Finance Costs</b>	<b>21.58</b>	<b>33.85</b>

**Note 20 : Depreciation**

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
Depreciation on Fixed assets	6.46	5.77
<b>Total depreciation</b>	<b>6.46</b>	<b>5.77</b>

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Consolidated financial statements for the year ended 31st March, 2020**

**Note 21 : Other Expenses**

(In INR Lakhs )

<b>Particulars</b>	<b>31st March, 2020</b>	<b>31st March, 2019</b>
Power and Fuel	5.14	4.58
Rent	7.83	5.34
Repairs to:		
-Machinery	0.89	0.97
-Building	2.33	3.22
Insurance	3.57	4.66
Rates and Taxes	4.80	4.56
Professional Charges	4.02	3.49
Travelling Expenses	5.58	5.29
Transportation Expenses	15.41	14.08
Miscellaneous Expenses	9.93	12.88
Directors sitting fee	0.38	0.36
Directors commission	0.22	0.25
Payment to Statutory Auditors		
-Statutory audit fees	2.25	2.25
-Taxation matters	-	-
-Other services	0.42	0.38
-Reimbursement of expenses	-	-
Bad Debts & other receivables written off	0.86	9.26
Allowance for doubtful debts	4.28	2.15
Fixed assets written off	0.15	0.88
<b>Total other expenses / (benefit)</b>	<b>68.06</b>	<b>74.60</b>

**Note 22:- Income tax Expense**

(In INR Lakhs )

<b>Particulars</b>	<b>31st March, 2020</b>	<b>31st March, 2019</b>
<b>(a) Income tax expense</b>		
Current Tax	63.69	69.72
Adjustment for tax relating to earlier years (Net)	3.54	0.54
<b>Total current tax</b>	<b>67.23</b>	<b>70.26</b>
Deferred tax		
Decrease / (increase) in deferred tax assets	(0.48)	(0.87)
(Decrease) / increase in deferred tax liabilities		
<b>Total deferred tax expense /(benefit)</b>	<b>(0.48)</b>	<b>(0.87)</b>
<b>Total income tax expense</b>	<b>66.75</b>	<b>69.39</b>

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Consolidated financial statements for the year ended 31st March, 2020**

**Note 23a : Segment information**

The Chief Executive Officer monitors the operating results of its business segment separately for the purpose of marking decisions about resource allocation and performance assessment.

Segment performance is evaluated based on profit or loss, and has identified the following reportable segments.

**(a) Description of segments and principal activities**

<b>(i) Batteries</b>	This comprises of Battery, scrap Battery and UPS.
<b>(ii) Oil &amp; Lubricants</b>	This comprises of Motorspirit/ HSD and Lubricants
<b>(iii) Agriculture Products</b>	This comprises of Pesticides & other Agro-chemicals.
<b>(iv) other segments</b>	This includes sale of electrical goods, spare parts, and accessories. The results of this operation is included in other segment column.

The Chief Executive Officer primarily uses a measure of adjusted earning before interest, dividend, depreciation and tax to assess the performance of the operating segment. However, he also reviews the information about the segment revenue and assets on a monthly basis.

**(b) Segment revenue**

The segment revenue is measured in the same way as in the statement of profit and loss :

(In INR Lakhs )

Particulars	31st March, 2020					31st March, 2019				
	Inter-segment revenue	Revenue from external customers	Total segment revenue	Adjustments and eliminations	Total	Inter-segment revenue	Revenue from external customers	Total segment revenue	Adjustments and eliminations	Total
Batteries	-	1,612.31	1,612.31	-	1,612.31	-	3,304.32	3,304.32	-	3,304.32
Oil & Lubricants	-	2,473.06	2,473.06	-	2,473.06	-	2,520.11	2,520.11	-	2,520.11
Agriculture Products	-	860.11	860.11	-	860.11	-	692.93	692.93	-	692.93
Other segments	-	166.44	166.44	-	166.44	-	107.72	107.72	-	107.72
	-	<b>5,111.92</b>	<b>5,111.92</b>	-	<b>5,111.92</b>	-	<b>6,625.08</b>	<b>6,625.08</b>	-	<b>6,625.08</b>

Note: There is no single customer for which revenues from transactions with him amount to at least 10% of the company's revenues.

**(c) Segment profit**

(In INR Lakhs )

31st March, 2020							31st March, 2019						
Batteries	Oil & Lubricants	Agriculture Products	Other segments	Total segments	Adjustments and eliminations	Total	Battery	Oil & Lubricants	Agriculture Products	Other segments	Total segments	Adjustments and eliminations	Total
57.90	88.99	33.73	13.93	194.55	6,828.42	7,022.97	128.71	90.80	14.45	24.35	258.31	6,452.76	6,711.07

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Consolidated financial statements for the year ended 31st March, 2020**

**Note : 23 Segment Information (Cont..)**

**Reconciliations to amounts reflected in the financial statements**

(In INR Lakhs )

<b>Reconciliation of profit</b>	<b>31st March,2020</b>	<b>31st March,2019</b>
Segment profit	194.55	258.31
Interest income	133.08	89.07
Finance costs	(21.58)	(33.85)
Depreciation	(6.46)	(5.77)
Share in profit of Associate company	6,775.43	6,456.32
Others	(52.05)	(53.01)
<b>Profit before tax</b>	<b>7,022.97</b>	<b>6,711.07</b>

**(d) Segment Assets**

Segment assets are measured in the same way as in the financial statements .These assets are allocated on the operations of the segment and the physical location of the asset.

(In INR Lakhs )

<b>Particulars</b>	<b>31st March,2020</b>	<b>31st March, 2019</b>
Batteries	263.97	690.80
Oil & Lubricants	364.08	261.09
Agriculture Products	41.96	25.59
Other segments	107.16	93.61
<b>Total Segment Assets</b>	<b>777.17</b>	<b>1,071.09</b>
<b>Unallocated :</b>		
Investment in Asssociate (accounting for using equity method)	86,992.20	71,138.46
Deferred tax assets (net)	7.80	6.62
Other Unallocated financial Instruments	2,514.00	1,684.81
<b>Total Assets as per Balance Sheet</b>	<b>90,291.17</b>	<b>73,900.98</b>

Investments & Other Unallocated financial instruments held by the company are not considered to the segment assets.

**(e) Segment Liabilites**

Segment liabilities are measured in the same way as in the financial statements.These liabilities are allocated based on the operation of the segments. Borrowings and derivatives liabilities are not considered to be segment liabilities.

(In INR Lakhs )

<b>Particulars</b>	<b>31st March, 2020</b>	<b>31st March, 2019</b>
Batteries	6.32	76.86
Oil & Lubricants	30.72	5.83
Agriculture Products	12.46	26.80
Other segments	11.73	9.65
<b>Total segment liabilities</b>	<b>61.23</b>	<b>119.14</b>
<b>Unallocated</b>		
Current tax liabilities	63.69	69.72
Current borrowings	-	222.65
Other Unallocated financial Instruments	568.43	63.12
<b>Total liabilities as per the Balance sheet</b>	<b>693.35</b>	<b>474.63</b>

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Consolidated financial statements for the year ended 31st March, 2020**

**Note 24 : Related Party transactions :**

**(A) Description and names of Related parties**

(a) Mr Ranjit Puri,Chairman	Holding substantial interest
(b) Relatives of Mr Ranjit Puri	(i) Mrs. Nina Puri (wife of Mr Ranjit Puri) (ii) Mr. Aditya Puri,Director (Son of Mr Ranjit Puri) (iii) Mrs.Tanu Priya Puri (wife of Mr Aditya Puri,Director)
(c) Other Directors	(i) Mrs. Reva Khanna, Non-Executive Independent Director (ii) Mr. Kapil Bhalla, Non-Executive Independent Director (Appointed as Additional Director during the year) <u>Directors retired/resigned during the year:-</u> (iii) Mr. Vinod K. Nagpal, Non- Executive Director (Retired during the year) (iv) Mr. D.D. Sharma , Non-Executive Director (Retired during the year) (v) Mr. Ashvani Madan, Non- Executive Director (Appointed & Resigned during the year)
(d) Entities over which Chairman and his Relatives can exercise significant influence	-Isgec Heavy Engineering Limited (Associate company)  -Saraswati Sugar Mills Limited *  -Isgec Covema Limited *  - Isgec Engineering & Projects Limited *  -Isgec Hitachi Zosen Limited *  -Isgec Exports Limited *  -Free Look Software Private Limited *  -Isgec Titan Metal Fabricators Private Limited *  -Isgec SFW Boilers Private Limited *  -Isgec Redecam Enviro Solutions Private Limited *  -Eagle Press & Equipment Co. Limited*  * -Isgec Investments PTE Ltd.*  (* Subsidiaries of Isgec Heavy Engineering limited)
(e) Entities over which Chairman and his Relatives above holds more than 2% of its paid up share capital	-Jullundur Motors Agency (Delhi) Limited  -N.A. Cold Storage Private Limited
(f) Key Management Personnel	-Mr. P.Sunder (Chief Executive officer)  -Mr. Ashish Kumar (Company Secretary)  -Mr. Mukesh Kumar Kamboj (Chief Financial Officer)
(g) Other related Party	The Yamuna Syndicate Limited Employees group gratuity cum-life assurance scheme trust (Post employment benefit plan)

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Consolidated financial statements for the year ended 31st March, 2020**

**(B) Transactions with related parties**

The following transactions occurred with related parties in ordinary course of business :

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
(i) Associate company viz. Isgec Heavy Engineering limited		
Sales of goods and services	97.79	81.10
Payment for purchase of professional services	12.25	12.30
Rent paid	3.00	1.67
Share in profit of Associate company	6,775.43	6,456.32
(ii) Associate's subsidiary viz. Saraswati Sugar Mills Limited		
Sale of goods and services	330.24	370.42
Services received	0.27	
(iii) Associate's subsidiary viz. Isgec Titan metal fabricators pvt Ltd		
Sale of goods and services	0.38	0.09
(iv) Entity referred to in 24(A)(e) above : Jullundur Motors Agency (Delhi) Limited		
Purchase of goods and services	0.43	-
(v) Mr. Ranjit Puri, Chairman		
Interest on Fixed Deposit	20.11	29.76
Director's Commission/Sitting fees	0.15	0.11
(vi) Mr. Aditya Puri		
Director's Commission/Sitting fees	0.15	0.13
(vii) Mrs. Reva Khanna		
Director's Commission/Sitting fees	0.15	0.11
(viii) Mr. Kapil Bhalla		
Director's Commission/Sitting fees	0.04	-
(ix) Mr. D.D. Sharma		
Interest on Fixed Deposit	-	1.33
Director's Commission/Sitting fees	0.04	0.13
(x) Mr. Vinod K. Nagpal		
Director's Commission/Sitting fees	0.04	0.13
(xi) Mr. Ashvani Madan		
Director's Commission/Sitting fees	0.03	-

**(C) Outstanding balances arising from sales / purchases of goods and services**

The outstanding balances are outstanding at the end of the reporting period in relation to transactions with related parties :

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
Trade receivables (Sale of goods and services)		
-Associate viz. Isgec Heavy Engineering Limited	3.63	8.90
- Associate's Subsidiary viz. Saraswati Sugar Mills Limited	3.09	3.17
<b>Total receivables from related parties (Note 5(b) )</b>	<b>6.72</b>	<b>12.07</b>

**(D) Deposits from related parties**

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
<b>Director's deposits</b>		
Beginning of the year	185.00	328.00
Received during the year	-	
Repayment during the year	(185.00)	(143.00)
<b>Deposits at the end of the year (Note 10(a) )</b>	<b>-</b>	<b>185.00</b>

**(E) Contribution to trust for post employment benefit**

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
The Yamuna Syndicate Limited Employees group gratuity cum-life assurance scheme trust (Post employment benefit plan)	3.86	1.75
<b>Contribution to trust for post employment benefit</b>	<b>3.86</b>	<b>1.75</b>

**Notes to the Consolidated financial statements for the year ended 31st March, 2020**

**Note 24 : Related party transactions (Contd..)**

**(F) Key management personnel compensation**

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
Employee benefits	20.95	19.99
<b>Total compensation</b>	<b>20.95</b>	<b>19.99</b>

The amount disclosed in the above are the amounts recognised as an expense during the reporting year related to key managerial personnel. Post employment benefits exclude provision for gratuity and leave encashment which can not be separately identified from the composite amount as advised by the actuary.

**(G) Terms and conditions of transactions with related parties:**

The sale and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. For the year ended 31st.March,2020, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31st March, 2020 : NIL, 31st March, 2019 : Nil).

Duration of the given transactions with related parties is 1 (One) Year.

Deposit from directors are unsecured and the effective interest rate is 11.5% for 3 years. these deposits are repayable to directors on due date from the deposit date.

Vehicle Loan given to one Key Managerial Personnel is secured and interest free as per policy of the Company. Outstanding Balance of such Loan is in Rs.2.52 Lakhs as on 31.03.2020 (Rs. 2.88 Lakhs as on 31.03.2019)

**Note 25 : Earnings per share (EPS)**

In accordance with IND-AS 33 on "Earning per share" the following table reconciles the numerator and denominator used to calculate basic and diluted earning per share

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
Profit attributable to the equity holders of the Company	6,956.22	6,641.68
Weighted of equity shares used as denominators for calculating of earning per share	307.37	307.37
Nominal value of equity shares (in INR)	100.00	100.00
Basic and diluted earnings per share (in INR)	2,263	2,161
Restated basic earning per share	2,263	2,161

**Notes to the Consolidated financial statements for the year ended 31st March, 2020**

**Note 26 : Capital Management**

**(a) Risk management**

The company's objectives when managing Capital are to:

\* Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and other benefits for shareholders, and

\* Maintain an optimal capital structure to reduce the cost of capital

The Company monitors Capital using Gearing Ratio, which is net debt divided by total capital plus debt.

The Company's strategy is to maintain gearing ratio within 30%.The gearing ratio was as follows:

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
Debts	-	222.65
Less: Cash & cash equivalents	2,396.83	1,593.55
Net Debts	(2,396.83)	(1,370.90)
Total Equity	89,597.82	73,426.35
Total Equity and Net Debts	87,200.99	72,055.45
<b>Net debts to equity plus debt ratio (Gearing Ratio)</b>	-2.75%	-1.90%

In order to achieve this overall objective, the company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank immediately can recover loans and borrowings. There have been no breaches in the financial covenants of any borrowings in the current period. No changes were made in the objectives, policies or processes for managing capital during the years 31st March 2020 and 31st March 2019.

**(b) Dividends**

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
(i) Dividends (including Dividend Distribution Tax) Recognised		
-Dividend paid for the year ended 31st March, 2019 Rs.40/-per equity share of Rs.100/- each (for the year ended 31st March, 2018 Rs. 30/- per equity share of Rs. 100/- each)	148.22	111.17
-Interim dividend paid for the year ended 31st March, 2020 Rs. 175/-per equity share of Rs. 100/- each (for year ended 31st March, 2019 Rs, Nil/-per equity share of Rs. 100/-each)	648.45	-
	796.67	111.17
(ii) Dividends not recognised at the end of the reporting period		
The directors have not recommended final dividend for the year ended 31st March, 2020 (for the year ended 31st March, 2019-Rs.40/- per equity share of Rs. 100/- each).		

**Note 27 : Assets Hypothecated/Pledged as security**

The carrying amount of assets hypothecated/pledged as security for borrowings are:

(In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
<b>Current</b>		
<b>Financial Assets</b>		
First charge		
Trade Receivables	229.50	296.23
Fixed Deposit (under lien marked)	225.00	225.00
<b>Non-financial Assets</b>		
First charge		
Inventories	437.39	623.71
<b>Total Current Assets hypothecated/pledged as security</b>	<b>891.89</b>	<b>1,144.94</b>



**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Consolidated financial statements for the year ended 31st March, 2020**

**Note 28 : Break-up of financial assets and financial liabilities carried at amortised cost**

**Financial instruments by category**

(In INR Lakhs)

Particulars	Note	31st March, 2020			31st March, 2019		
		FVPL*	FVOCI#	Amortised Cost	FVPL*	FVOCI#	Amortised Cost
<b>Financial assets</b>							
Trade Receivables	5(a)			229.50			296.23
Cash and cash equivalents	5(b)			2,396.83			1,593.55
Other Bank balances	5(c)			31.12			11.58
Loans and advances to employees	5(d)			3.58			3.66
Security deposits	5(e)			5.62			5.37
Other financial assets	5(e)			8.28			15.10
<b>Total Financial Assets</b>				<b>2,674.93</b>			<b>1,925.49</b>
<b>Financial liabilities</b>							
Borrowings	10(a)			-			222.65
Trade payables	10(b)			36.82			97.80
Security deposits	10(c)			0.30			1.20
Other financial liabilities	10(c)			574.61			67.67
<b>Total Financial Liabilities</b>				<b>611.73</b>			<b>389.32</b>

\*FVPL - Fair Value through Profit and Loss

# FVOCI- Fair Value Other Comprehensive Income

**(i) Fair value hierarchy**

This section explains the judgment and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value, and measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into three levels prescribed under the accounting standard.

**Assets and liabilities which are measured at amortised cost for which fair values are disclosed as at 31st March, 2020**

( In INR Lakhs )

Particulars	Notes	Carrying Amount	Level 1	Level 2	Level 3
<b>Financial assets</b>					
Loans and advances to employees	5(d)	3.58			3.58
Security deposits	5(e)	5.62			5.62
<b>Total financial assets</b>		<b>9.20</b>			<b>9.20</b>
<b>Financial Liabilities</b>					
Borrowings	10(a)	-			-
Others	10(b & c)	611.73			611.73
<b>Total financial Liabilities</b>		<b>611.73</b>			<b>611.73</b>

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Consolidated financial statements for the year ended 31st March, 2020**

**Note 28 contd.**

**Assets and liabilities which are measured at amortised cost for which fair values are disclosed at 31st March, 2019**

( In INR Lakhs )

Particulars	Notes	Carrying Amount	Level 1	Level 2	Level 3
<b>Financial assets</b>					
Loans and advances to employees	5(d)	3.66			3.66
Security deposits	5(e)	5.37			5.37
<b>Total financial assets</b>		<b>9.03</b>			<b>9.03</b>
<b>Financial liabilities</b>					
Borrowings	10(a)	222.65			222.65
Others	10(b & c)	166.67			166.67
<b>Total financial liabilities</b>		<b>389.32</b>			<b>389.32</b>

Level 1 : Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 : Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

**(ii) Valuation technique used to determine fair value of financial instruments include:**

Valuation technique used to determine fair value of financial assets and liabilities is discounted cash flow analysis.

**(iii) The following method and assumption are used to estimate fair value:**

The carrying amount of trade receivables, trade payables, and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature. The fair values for loans, security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

For financial assets and liabilities that are measured at fair value, the carrying amount are equal to the fair values.

**Note 29 : Disclosure under the Micro,Small and Medium Enterprises Development Act, 2006**

The Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 requires specific disclosures to be made in financial statements of the buyer wherever such financial statements are required to be audited under any Act. IND-AS Compliant Schedule III is silent on MSMED disclosures. However, these financial statements do not contain statutory disclosures such as disclosures required under MSMED as the company has not received any intimation from suppliers regarding their status under MSMED Act.

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Consolidated financial statements for the year ended 31st March, 2020**

**Note 30 : Financial Risk Management**

The Company's Financial Liabilities and Financial Assets are measured at amortised cost. The Company's activities are expose to Credit risk, Liquidity risk and Market risk.

This note explains source of risk which the entity is exposed to and how the entity manages the risk.

<b>Risk</b>	<b>Exposure arising from</b>	<b>Measurement</b>	<b>Management</b>
Credit risk	Cash and cash equivalents, Trade Receivables measured at amortised cost.	Ageing analysis, Credit Ratings	Diversification of bank deposits and credit limits
Liquidity risk	Borrowings and other liabilities	Rolling Cash Flow forecasts	Availability of committed credit limits and borrowing facilities
Market risk-Interest rate	Loans, borrowings, deposits, investments & derivative financial instruments	Sensitivity analysis	Interest rate swaps

The senior management oversees the management of these risks. The senior management is supported by the Board of Directors that advises on financial risks and the appropriate financial risk governance framework for the Company. The Board reviews and agrees policies for managing each of these risks, which are summarised below.

**(a) Credit Risk**

Credit risk is the risk that a counterparty will not meet the obligation under a financial instrument or customer contract, leading to a financial loss. The Company is exposed from its operating activities (primarily trade receivables) and from its financing activities, including deposits from banks and other financial instruments.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an going bases through out the reporting period. To assess whether there is a significant increase in credit risk, the company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward looking information. Especially the following indicators are incorporated:

- \* actual or expected significant adverse changes in business.
- \* actual or expected significant changes in the operating results of the borrower.
- \* significant increase in credit risk on other financial instruments of the same borrower.
- \* significant changes in the value of the collateral supporting the obligation or in the quality of third party guarantees or credit enhancements.
- \* Financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligation.

**Expected credit loss for trade receivable on simplified approach:**

The ageing analysis of the trade receivables (gross of provision) has been considered from the date of invoice falls due :-

( In INR Lakhs )

<b>Ageing</b>	<b>Not Due</b>	<b>Less than 3 months</b>	<b>3 to 6 months</b>	<b>6 to 12 months</b>	<b>More than 12 month</b>	<b>Total</b>
<b>As at 31st March, 2020</b>						
Gross Carrying Amount		205.41	16.17	5.54	12.57	239.69
Less : Expected credit loss		-	-	-	10.19	10.19
Carrying Amount (net of impairment)		205.41	16.17	5.54	2.38	229.50
<b>As at 31st March, 2019</b>						
Gross Carrying Amount		282.68	8.27	4.00	10.42	305.37
Less : Expected credit loss		-	-	-	9.14	9.14
Carrying Amount (net of impairment)		282.68	8.27	4.00	1.28	296.23

The Company uses a provision matrix to determine impairment loss on portfolio of its trade receivable. The provision matrix is based on its historically observed default data over the expected life of the trade receivable and is adjusted for forwarded looking estimates.

The following table summarises the change in the loss allowances measured using expected credit loss model :

<b>Particulars</b>	<b>( In INR Lakhs )</b>
As at 1st April, 2019	9.14
Provided during the year	4.28
Amount written off	1.96
Reversal of provision	1.27
As at 31st March, 2020	10.19

**(b) Liquidity Risk**

Liquidity risk is defined as the risk that Company will not be able to settle or meet its obligation on time or at a reasonable price. The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. Process and policies related to such risk are overseen by the senior management. Management monitors the Company's net liquidity position through rolling forecast on the basis of expected cash flows.

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Consolidated financial statements for the year ended 31st March, 2020**

**Note 30 Contd.**

**(i) Financing arrangements**

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

( In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
Expiring within one year (Bank overdraft facilities)	650.00	612.35

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice.

**(ii) Maturities of financial liabilities**

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities .

The following table summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

( In INR Lakhs )

As at 31st March,2020	Carrying Amount	On Demand	Less than 3 months	3 to 12 months	More than 12 months	Total
Borrowings	-	-	-	-	-	-
Trade payables	36.82	-	36.82	-	-	36.82
Other Liabilities	574.91	3.81	567.53	3.57	-	574.91
<b>Total</b>	<b>611.73</b>	<b>3.81</b>	<b>604.35</b>	<b>3.57</b>	<b>-</b>	<b>611.73</b>

As at 31st March,2019	Carrying Amount	On Demand	Less than 3 months	3 to 12 months	More than 12 months	Total
Borrowings	222.65	37.65	-	185.00	-	222.65
Trade payables	97.80	-	97.80	-	-	97.80
Other Liabilities	68.87	4.45	3.69	60.73	-	68.87
<b>Total</b>	<b>389.32</b>	<b>42.10</b>	<b>101.49</b>	<b>245.73</b>	<b>-</b>	<b>389.32</b>

**(C ) Market Risk**

Market risk is the risk that the fair value of future cash flow of a financial instrument will fluctuate because of change in market prices. Market risk comprises three type of risk :

Interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments and derivative financial instruments. The sensitivity analyses in the following sections relate to the position as at 31st March, 2020 and 31st March, 2019.

**Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regard to interest income and interest expenses and to manage the interest rate risk, management performs a comprehensive corporate interest rate risk management by balancing the proportion of the fixed rate and floating rate financial instruments in its total portfolio.

The exposure of Company's borrowing to interest rates changes at the end of the reporting period are as follows:

( In INR Lakhs )

Particulars	31st March, 2020	31st March, 2019
Variable rate borrowings	-	37.65
Fixed rate borrowings	-	185.00
Total borrowings	-	222.65

As at the end of the reporting period, the company had the following variable rate borrowings and interest rate swap contracts outstanding:

Particulars	31st March, 2020			31st March, 2019		
	weighted average interest rate	Balance	% of total borrowings	weighted average interest rate	Balance	% of total borrowings
Cash credit limits/overdraft	-	-	-	11.28%	37.65	16.91%
Net exposure to cash flow interest rate risk	-	-	-	11.28%	37.65	16.91%

Profit or loss is sensitive to higher /lower interest expenses from borrowings as a result of changes in interest rate

Particulars	Increase/decrease in basic points	Impact on Profit before tax	
		31st March, 2020	31st March 2019
Interest rates	+50	-	0.19
	-50	-	(0.19)

**THE YAMUNA SYNDICATE LIMITED**

**Notes to the Consolidated financial statements for the year ended 31st March, 2020**

**Note 31 : Interest in Associate Company**

Set out below is the Associate of the Company as at 31st March, 2020, which in the opinion of the Directors, are material to the Company. The entity listed below has share capital consisting solely of equity shares, which are held directly by the Company. The country of incorporation is also their principle place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

Name of entity	Place of business	% of ownership interest as on 31.03.2020	Relationship	Accounting method
Isgec Heavy Engineering Limited (CIN No.L23423HR1933PLC000097)	India	44.95% (44.83% as on 31.03.2019)	Associate company	Equity Method

(In INR Lakhs )

Particulars	Quoted fair value		Carrying value	
	31st March, 2020	31st March,2019	31st March, 2020	31st March,2019
Investment in Associate company	84,399.47	199,439.82	86,992.20	71,138.46
<b>Total equity accounted investments</b>	<b>84,399.47</b>	<b>199,439.82</b>	<b>86,992.20</b>	<b>71,138.46</b>

Isgec Heavy Engineering Limited (the "Associate company") is a diversified Heavy Engineering Company and is engaged in manufacture of Plant equipments, Mechanical and Hydraulic Presses and castings, Contract Manufacturing and execution of projects for setting up Boilers, Sugar Plants , Power Plants and Air Pollution Control in India and abroad.

The Associate company is a Public Limited Company and its shares are listed on Bombay Stock Exchange (BSE).

**(i) Significant judgement : exercise of significant influence**

Two Directors of the Company are also on board of Associate company and participates in all significant financial and operating decisions. The Company holds 44.95% of the voting rights and therefore determined that it has significant influence over this entity, even though it has no control or joint control over those policies.

**(ii) Commitments and contingent liabilities in respect of Associate company**

The Company had no contingent liabilities or capital commitments as at 31st March,2020 and 31st March,2019

**THE YAMUNA SYNDICATE LIMITED**

Notes to the Consolidated financial statements for the year ended 31st March, 2020

Note 31 Contd.

**(iii) Summarised financial information for Associate company**

The following table illustrates the summarised financial information of the Company's investment in Associate company.

(In INR Lakhs)

<b>Summarised Balance Sheet</b>	<b>31st March,2020</b>	<b>31st March,2019</b>
(A)Current assets	425077.44	427636.21
(B)Non-current assets	178265.01	85190.38
<b>Total assets</b>	<b>603342.45</b>	<b>512826.59</b>
(A)Current liabilities	341066.79	315191.08
(B)Non-current liabilities	68744.63	38950.57
<b>Total liabilities</b>	<b>409811.42</b>	<b>354141.65</b>
<b>Net assets</b>	<b>193531.03</b>	<b>158684.94</b>
<b>Carrying amount (Share in net assets of Associate company)</b>	<b>86992.20</b>	<b>71138.46</b>

**(iv) Reconciliation to carrying amount**

(In INR Lakhs)

<b>Particulars</b>	<b>31st March,2020</b>	<b>31st March,2019</b>
Opening net assets	158684.94	145296.19
Profit for the year	15073.25	14401.79
Other comprehensive income	1686.37	(422.14)
Dividend paid	(3250.21)	(590.90)
Transfer from other Reserves	21336.68	-
<b>Closing net assets</b>	<b>193531.03</b>	<b>158684.94</b>

**(v) Summarised Statement of Profit and loss**

(In INR Lakhs)

<b>Particulars</b>	<b>31st March,2020</b>	<b>31st March,2019</b>
Revenue	591413.07	511941.71
Profit for the year	15073.25	14401.79
Other Comprehensive income/(loss)	1686.37	(422.14)
<b>Total Comprehensive Income</b>	<b>16759.62</b>	<b>13979.65</b>
Share in profit of Associate company	6775.43	6456.32
Share in other comprehensive income of Associate company	758.02	(189.24)
<b>Share in Total comprehensive income of Associate company</b>	<b>7533.45</b>	<b>6267.08</b>

**THE YAMUNA SYNDICATE LIMITED**

Notes to the Consolidated financial statements for the year ended 31st March, 2020

**Note 31a Additional information, as required under Schedule III of the Companies Act, 2013, of enterprises consolidated as Subsidiary/Associate/Joint Venture:**

(In INR lakhs)

Name of Entity	Net Assets i.e Total Assets Minus Total Liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of Consolidated net assets	Amount	As % of Consolidated profit or loss	Amount	As % of Consolidated Other Compre- hensive income	Amount	As % of Consolidated total comprehensive income	Amount
Company : The Yamuna Syndicate Limited								
31st March, 2020	2.91%	2605.62	2.60%	180.79	-0.28%	(2.09)	2.32%	178.70
31st March, 2019	3.12%	2287.89	2.79%	185.36	0.06%	(0.11)	2.87%	185.25
Subsidiaries								
Indian -								
Foreign -								
Associate (Investment as per equity method)								
Indian- Isgec Heavy Engineering Limited								
31st March, 2020	97.09%	86992.20	97.40%	6775.43	100.28%	758.02	97.68%	7533.45
31st March, 2019	96.88%	71138.46	97.21%	6456.32	99.94%	(189.24)	97.13%	6267.08
Foreign -								
Joint Ventures								
Indian -								
Foreign -								
<b>Total</b>								
<b>31st March, 2020</b>	<b>100%</b>	<b>89597.82</b>	<b>100%</b>	<b>6956.22</b>	<b>100%</b>	<b>755.93</b>	<b>100%</b>	<b>7712.15</b>
<b>31st March, 2019</b>	<b>100%</b>	<b>73426.35</b>	<b>100%</b>	<b>6641.68</b>	<b>100%</b>	<b>(189.35)</b>	<b>100%</b>	<b>6452.33</b>

**Note 32 :-** Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

**THE YAMUNA SYNDICATE LIMITED**

**Statement containing salient features of the financial statement of subsidiaries/ associate companies/ Joint Venture as per Companies Act,2013 (Form AOC-1)**

The disclosure under first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014:

<b>Part A</b>	<b>Subsidiaries</b>	Not Applicable as the Company has no subsidiary
<b>Part B</b>	<b>Associates and Joint Ventures</b>	
	Name of Associate company	Isgec Heavy Engineering Limited
	Latest audited balance Sheet date	31st March,2020
	Shares of Associate held by the Company on the year end	
	-Number of shares	3,30,52,467 Equity Shares of Re. 1/- each
	-Amount of Investment in Associate (In INR Lakhs)	3958.02
	-Extent of Holding %	44.95%
	Description of how there is significant influence	Significance influence is due to control of more than 20% of total share capital of Associate company.
	Reason why the associate /joint venture is not consolidated	Not Applicable
	Net worth attributable to shareholding as per latest audited Balance Sheet (In INR Lakhs)	86,992.20
	Profit/Loss for the year	
	i) Considered in consolidation (In INR Lakhs)	7533.45
	ii) Not considered in consolidation	-

For and on behalf of Board of Directors

*Ashish Kumar*  
Compay Secretary  
M.No. F7846

*M.K. Kamboj*  
Chief Financial Officer

*P.Sunder*  
Chief Executive Officer

*Aditya Puri*  
Director  
DIN : 00052534

*Reva Khanna*  
Director  
DIN : 00413270

In terms of our report of even date  
For Moudgil & Co. Chartered Accountant  
(Firm Regn. No. 001010N)

Place : Jagadhri  
Date : 27.06.2020

A.K Moudgil  
Partner  
Membership No-080785





## **The Yamuna Syndicate Limited**

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Haryana.

Website : [www.yamunasyndicate.com](http://www.yamunasyndicate.com)