

	YUKEN INDIA LIMITED An ISO 9001:2015 Company Manufacturers of Oil Hydraulic Equipment IN COLLABORATION WITH YUKEN KOGYO CO. LTD., JAPAN. CIN: L29150KA1976PLC003017		
Regd. Office:	No. 16-C, Doddanekundi Industrial Area II Phase, Mahadevapura, Bengaluru – 560 048.	Factory:	PB No. 5, Koppathimmanahalli Village, Malur-Hosur Main Road, Malur Taluk, Kolar District – 563 130.
Phone	+91- 9731610341	Phone	+91 9845191995
Our Ref No:	YIL/Sec/2020	E-mail:	hmn_rao@yukenindia.com
Date:	02.09.2020	Web:	www.yukenindia.com

To,

BSE Script Code: 522108

**The General Manager,
Listing Compliance & Legal Regulatory,
BSE Limited, PJ Towers, Dalal Street,
Mumbai – 400001.**

Dear Sir/Madam,

Sub: Notice of 44th Annual General Meeting (AGM), Book Closure and E-Voting:

With reference to captioned subject, we wish to inform that the 44th Annual General Meeting of the Company is scheduled to be held on **Thursday, 24th September, 2020 at 10.00 AM (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in compliance with the General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 5, 2020 issued by the Ministry of Corporate Affairs ('MCA circulars'), and other applicable provisions of the Companies Act, 2013, to transact the business as set forth in the Notice of AGM.

Further, we hereby inform that Cut-off date is 17th September, 2020 for determining the name of members eligible for dividend on equity shares, if declared at the meeting and Register of Members and Share Transfer Books of the Company will remain closed from 18th September, 2020 to 24th September, 2020 (both days inclusive), for the purpose of AGM and declaration of dividend if any at the ensuing AGM. The Company agrees to ensure that the time gap between two book closures/record dates would be atleast 30 days.

E-voting shall commence on 19th September, 2020 at 09.00 AM (IST) and ends on 23rd September, 2020 at 5:00 p.m.(IST).

In compliance with the aforesaid MCA Circulars and SEBI Circular no. SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated May 12, 2020, the Notice of the 44th Annual General Meeting along with the Annual Report for the Financial Year 2019-20 are being sent only through electronic mode to those members whose email IDs are registered with the Company/ Depositories.

AGM Notice is enclosed herewith.

Thanking you,
Yours faithfully,
For Yuken India Limited


Vinayak Hegde
Company Secretary & Compliance officer





YUKEN INDIA LIMITED

CIN: L29150KA1976PLC003017

Regd. Office: No. 16-C, Doddanekundi Industrial Area, II Phase, Mahadevapura, Bengaluru - 560 048.

E-mail Id: vinayak.hegde@yukenindia.com, Website: www.yukenindia.com. Tel: +91 97316 10341

NOTICE

NOTICE is hereby given that the 44th Annual General Meeting ("AGM") of the members ("Members") of Yuken India Limited ("Company") will be held on **Thursday, 24th September, 2020 at 10.00 AM (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

A. ORDINARY BUSINESS:

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

"RESOLVED THAT the audited balance sheet as at 31st March, 2020, the statement of profit and loss, notes forming part thereof, the cash flow statement for the year ended on that date and the Consolidated Financial Statements, together with the Reports of the Board of Directors and the Auditors' thereon as circulated to the Members and presented to the meeting be and the same are hereby approved and adopted."

2. To declare a dividend on equity shares for the financial year ended 31st March, 2020.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Hidemi Yasuki (DIN: 08494981) Director, who retires by rotation and being eligible, offer himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

B. SPECIAL BUSINESS:

4. **To ratify the remuneration of Cost Auditors:**

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

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force),

remuneration of Rs. 1,00,000 (Rupees One Lakh only) in addition to reimbursement of all applicable taxes, travelling and out of pocket expenses, payable to M/s. Adarsh Sharma & Co., practicing Cost Accountants (Firm Registration No. 100880) who was re-appointed as a Cost Auditor of the Company for the year 2020-21 by the Board of Directors of the Company, as recommended by the Audit Committee be and is hereby ratified."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolutions."

5. **To Re-appoint Mr. C P Rangachar (DIN: 00310893) as the Managing Director of the Company for a period of 5 (Five) years with effect from 01st May, 2020:**

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

"RESOLVED THAT subject to Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013), read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, and all other applicable provisions if any, of the Act, or any statutory modifications or re-enactment thereof, as recommended by Nomination and Remuneration Committee, the approval of shareholders be and is hereby accorded for the re-appointment of Mr. C P Rangachar (DIN: 00310893), who has already attained the age of 70 years, as the Managing Director of the Company for a period of 5 (Five) years with effect from 01st May, 2020 and for payment of remuneration for the first 3 (Three) years of his appointment upon such terms and conditions as set out in the Explanatory Statement annexed to this Notice."

"RESOLVED FURTHER THAT Mr. C P Rangachar - Managing Director of the Company shall have substantial powers of management of the affairs of the Company, in accordance with the Articles of Association of the Company, the provisions of the Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and such powers and duties that may be vested upon him by the Board, from time to time."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolutions."

6. To appoint Mr. Kenichi Takaku (DIN: 08678898) as a Director of the Company:

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

"RESOLVED THAT pursuant to provisions of Section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any, **Mr. Kenichi Takaku (DIN: 08678898)** who was appointed as an Additional Director by the Board of Directors, with effect from 09th May, 2020 and holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company and whose period of office shall be liable to determination by retirement of Directors by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolutions."

7. Approval for the Scheme of Amalgamation of Yuflow Engineering Private Limited (Hereinafter referred to as 'the Transferor Company'), with Yuken India Limited ('Hereinafter referred to as the 'Transferee Company' or 'the Company'):

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

"RESOLVED THAT pursuant to the provisions of Section 233 of the Companies Act, 2013 read with Rule 25 of the Companies (Compromises, Arrangement and Amalgamation) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications, re-enactment or amendments thereof) and applicable provisions of the Memorandum and Articles of Association of the Company and subject to the approval by the Central Government, powers delegated to the Regional Director and approvals from such other authorities as may be required in this regard, and subject to approval of the creditors at their respective meetings, consent of the Shareholders be and is hereby accorded for Amalgamation of Transferor Company, being a wholly owned subsidiary of the Transferee Company, having its registered office at B-80, 2nd Cross, 1st Stage, Peenya Industrial Area, Bengaluru- 560058 with the Transferee Company and the Scheme shall become effective from 01st April, 2020 (the Appointed Date), subject to such modifications as may be recommended by the jurisdictional Registrar of Companies, which may be subsequently accepted and approved by the Board of Directors of the Company."

"RESOLVED FURTHER THAT approval of the Company is accorded to the Board of Directors of the Company (including any Committee thereof) or Company Secretary to do all such acts, deeds, matters and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

By order of the Board of Directors
For Yuken India Limited

C P Rangachar
Managing Director
(DIN: 00310893)

Place: Bengaluru
Date: 28th August, 2020

REGISTERED OFFICE:
No. 16-C, Doddanekundi Industrial Area,
II Phase, Mahadevapura,
Bengaluru - 560 048

NOTES:

1. In view of the outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No.14/2020 dated 8th April, 2020 and General Circular No.17/2020 dated 13th April, 2020 (collectively referred to as "MCA Circulars") permitted Companies to conduct Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue.
2. In compliance with the applicable provisions of the Companies Act, 2013 ("the Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 44th Annual General Meeting of the Members of the Company is being conducted through Video conferencing ("VC"). In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered office of the Company which shall be the deemed venue of the AGM.
3. The Company has availed the services of KFin Technologies Private Limited, ("KFinTech") registrar and Share Transfer Agents of the Company, to provide the Video conferencing and e-voting facility for the AGM. The instructions for participation by Members are given in subsequent paragraphs. Participation at the AGM through VC shall be allowed on first come- first-served basis.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/ her behalf and the Proxy need not be a Member of the Company. Since the 44th AGM is being held, pursuant to the MCA Circulars, through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Cut-off date is **Thursday, 17th September, 2020** for determining the name of members eligible for dividend on equity shares, if declared at the meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from **Friday, 18th September, 2020 to Thursday, 24th September, 2020 (both days inclusive)**, for determining the name of members eligible for dividend on equity shares, if declared/approved at the meeting.
7. The e-voting period commences on **Saturday, 19th September, 2020 at 09.00 AM (IST) and ends on Wednesday, 23rd September, 2020 at 5:00 PM (IST)**. During the e-voting period, members of the Company, holding shares either in physical form or in dematerialized form, may cast their votes electronically. The e-voting module shall be disabled by KFinTech for voting thereafter and thus, remote e-voting shall not be allowed beyond, 23rd September, 2020 at 5:00 PM. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast vote again;
8. The explanatory statement pursuant to section 102 of the Act, setting out the material facts in respect of the Special Business is annexed hereto.
9. Corporate/Institutional Members (i.e. Other than individuals, HUF, NRI etc.) are required to send a scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc. authorizing their representative to attend the AGM through VC and vote either through remote e-voting or voting during the AGM. The said Board Resolution/Authority Letter should be sent electronically through their registered email address to scrutinizer@yukenindia.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Yuken India Limited 44th Annual General Meeting".
10. Pursuant to the provisions of Section 108 of the Act read with the corresponding rules, and Regulation 44 of Listing Regulations, the Company has provided a facility of remote e-voting to its Members to cast their vote electronically through the electronic voting facility provided by KFin Technologies Private Limited. The process of remote e-voting is given in subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the AGM.
11. Members who are present at the AGM through VC and who have not cast their vote through remote e-voting may cast their vote during the AGM through the e-voting system provided by KFin Technologies Private Limited in the Video Conferencing platform. Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
12. As per the provisions under the MCA Circulars, Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
13. The Board of Directors has appointed Mr. Abhishek Bharadwaj A B - Practicing Company Secretary (Membership No. FCS 8908), as the Scrutinizer to scrutinize the voting process in a fair

and transparent manner.

14. Dividend as recommended by the Board of Directors, if approved at the AGM, will be paid within the time limit specified under the Companies Act, 2013 to those members whose name appear on the Register of Members as of the close of business hours on **Thursday, 17th September, 2020**. The dividend will be paid through various online transfer modes to the Members who have updated their bank account details. For Members who have not updated their bank details, demand drafts /cheques will be sent to their registered addresses once the postal facility is available.

To avoid delay in receiving the dividend, Members are requested to update their Bank details, such as, name of the bank and branch address, bank account number, MICR code, IFSC code etc., with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Share Transfer Agents KFin Technologies Private Limited, Selenium Tower B, Plot No.31-32, Financial District, Nanakramguda, Gachibowli Hyderabad- 500 032 (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.

15. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. 01st April, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and amendments thereof.
16. The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Registrar and Share Transfer Agents to record additional details of Members, including their PAN details, E-mail address, bank details for payment of dividend etc. Members holding shares in physical form are requested to submit these additional details to KFin Technologies Private Limited. Members holding shares in dematerialized form are requested to submit these details to their respective Depository Participant.
17. Members are requested to intimate changes, if any, in their registered addresses to KFin Technologies Private Limited or Company in case shares are held in physical form and to their Depository Participant in case the shares are held in dematerialized form.
18. Under section 124(5) of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of payment is required to be transferred to the Investor Education and Protection Fund of the Central Government and under Section 125 of the Companies Act, 2013, no claim shall lie against the Company or the said Fund,

in respect of individual amount/s which remained unclaimed or unpaid for a period of seven years from the date of payment, and no payment shall be made in respect of any such claims.

Attention of the members is drawn to the provisions of Section 124(6) of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 which requires the Company to transfer in the name of IEPF Authority, all shares in respect of which dividends remain unpaid / unclaimed for 7 (seven) consecutive years or more. Members are advised to visit the web link: <http://www.yukenindia.com/unclaimed-dividend/> to ascertain the details of Dividend and shares liable for transfer in the name of IEPF Authority.

19. Pursuant to the Rule 5(8) of the Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2020, on its website <http://www.yukenindia.com/unclaimed-dividend/>
20. In compliance with the MCA Circulars and Securities and Exchange Board of India Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report for the financial year 2019-20 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of the AGM and the Annual Report will also be available on the Company's website at www.yukenindia.com, under investor Section and website of BSE Limited at www.bseindia.com and on the website of KFin Technologies Private Limited at <https://evoting.karvy.com>. **OTHER THAN THE ABOVE, NO PHYSICAL/ HARD COPIES OF THE NOTICE AND THE ANNUAL REPORT WILL BE SENT TO THOSE SHAREHOLDERS WHO ARE HOLDING THEIR SHARES IN PHYSICAL FORM OR ON REQUEST BY ANY OTHER SHAREHOLDER.**
21. Members who have not yet registered their e-mail address are requested to register the same with the Depository through their Depository Participant(s) in case shares are held by them in dematerialized form and by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium Tower B, Plot No.31-32, Financial District, Nanakramguda, Gachibowli Hyderabad- 500 032 or by sending an e-mail request to them at their e-mail ID enward.ris@kfintech.com, along with signed scanned copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy and copy of share certificate, in case the shares are held by them in physical form.

The Company has also alternatively enabled a process with KFin Technologies Private Limited to allow the Members to register their email address and mobile number on a temporary

- basis by providing the basic credentials which may be asked for verification during the process. Members may access the link <https://ris.kfintech.com/> email registration/ and directly register their email address and mobile number for receiving a soft copy of the AGM Notice and the Annual Report.
22. As per the provisions of section 72 of the Act, the facility for making nomination is available for the Members in respect of shares held by them. Members who have not yet filed their nomination may file the same by submitting Form No.SH-13 to their Depository Participant in case shares are held by them in dematerialized form and to KFin Technologies Private Limited in case shares are held in physical form.
 23. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM. Members are also requested to consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
 24. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are requested to submit their PAN details to their Depository Participant (DP) in case of holding in dematerialized form and to KFin Technologies Private Limited in case of holdings in physical form.
 25. Non-resident Indian shareholders are requested to inform about the following immediately to the Company's Registrar and Share Transfer Agents, KFin Technologies Private Limited or the concerned Depository Participant, as the case may be:
 - a. the change in the residential status on return to India for permanent settlement, and
 - b. particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code and address of the bank, if not furnished earlier.
 26. In accordance with Regulation 40 of the Listing Regulations, effective from 01st April, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, any Member who is desirous of transferring shares (which are held in physical form) can do so only after the shares are dematerialized. Members holding equity shares in physical form are therefore urged to have their shares dematerialized at the earliest and contact their Depository Participant for this conversion.
 27. Details, pursuant to Regulation 36 of the Listing Regulations, in respect of Director seeking re-appointment at this AGM is given in the Annexure to this Notice.
 28. Since the AGM is being held through VC, the route map is not attached to this Notice.
- 29. PROCEDURE AND INSTRUCTIONS FOR E-VOTING:**
- In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin Technologies Private Limited ("KFinTech") on all the resolutions set forth in this Notice, from a place other than the venue of the meeting (remote e-voting).
- The procedure and instructions for remote e-voting are as follows:
- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - ii. Enter the login credentials (i.e., User ID and password mentioned in the mail). In case of physical folio, User ID will be EVEN number (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your login password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT". Select the EVENT of Yuken India Limited "EVENT No. 5514"
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date i.e. Thursday, 17th September, 2020 under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN". If the Member does not indicate

either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they cast their vote on all the resolutions.

2. OTHER INSTRUCTIONS:

- a. In case of any query and/or grievance in respect of e-voting, Members may refer to the "Help & Frequently Asked Questions (FAQs)" and "E-voting user manual" available at the download section of <http://evoting.karvy.com> or contact Mr. Sai Karthik Tikkiseti, Manager- Corporate Registry, KFin Technologies Private Limited, Selenium Tower B, Plot Nos. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Phone No. 040-67161509/ Mobile No. 07013975422 Email: Karthik.tikkiseti@kfintech.com or call KFinTech on phone no. 040-67162222 and Toll free No. 1-800-3454-001 or send an email to einward.ris@kfintech.com or evoting@kfintech.com for any further clarifications.
- b. Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communications.
- c. The remote e-voting period commences on Saturday, 19th September, 2020 at 09.00 AM (IST) and ends on Wednesday, 23rd September, 2020 at 5:00 PM (IST) During this period, the Members of the Company holding shares in either physical form or in dematerialized form, as on the cut-off date i.e., Thursday, 17th September, 2020, may cast their votes electronically as per the process set out herein above. The remote e-voting module shall be disabled by KFinTech for voting thereafter. Once the vote on a resolution is cast by the Member through remote e-voting, the Member shall not be allowed to change it subsequently or cast the vote again.
- d. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. 17th September, 2020.

- e. The Company is sending through e-mail, the AGM Notice and the Annual Report to the Members whose name is recorded as on 26th August, 2020 in the Register of Members or in the Register of Beneficial Owners maintained by the depositories. Any person who acquires shares of the Company and becomes a Member of the Company after 26th August, 2020 being the date reckoned for the dispatch of the AGM Notice and Annual Report and who holds shares as on the cut-off date i.e. 17th September, 2020 or has registered his / her/its e-mail address after the dispatch of the AGM Notice, he/she/it may obtain the User ID and Password in the manner as mentioned below:

- i. If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event Number + Folio number or DP ID Client ID to +91-9212993399

Example for NSDL: MYEPWD<SPACE>IN12345612345678

Example for CDSL: MYEPWD<SPACE>1402345612345678

Example for Physical: MYEPWD<SPACE>XXXX1234567890

- ii. If e-mail address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call KFinTech Toll free number 1-800-3454-001 for any assistance.
- iv. Member may send an e-mail request to einward.ris@kfintech.com. However KFinTech shall endeavour to send User ID and Password to those new Members whose email id's are available.
- f. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. If a Member casts votes by both modes i.e. remote e-voting and voting at the Meeting, voting done through remote e-voting shall prevail and vote cast at the Meeting shall be treated as invalid.
- g. The scrutinizer will submit his report to the Chairman or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and the votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be communicated to BSE Limited and will also be displayed on the website of the Company www.yukenindia.com and on the KFinTech's website at <https://evoting.karvy.com>.
- h. A person who is not a Member as on the cut-off date, should treat this Notice for information purpose only.

3. INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC / OAVM:

- i. Members will be provided with a facility to attend the AGM through VC platform provided by KFin Technologies Private Limited. Members may access the platform to attend the AGM through VC at <https://emeetings.kfintech.com> and login by using their remote e-voting credentials and clicking on the tab "Video Conference". The link for the AGM will be available in the 'shareholders /members' login where the EVENT and the Name of the Company can be selected. Members who do not have the user ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.
- ii. The facility for joining the AGM shall open 15 minutes before the scheduled time of the commencement of the AGM and shall be closed after the expiry of 15 minutes after such schedule time.
- iii. Members are encouraged to join the Meeting using Google Chrome (preferred browser), Internet Explorer, Mozilla Firefox etc. for better experience and smooth participation.
- iv. Members will be required to allow access to the webcam to enable two-way video conferencing.
- v. Please note that participants connecting from mobile devices or tablets, or through laptops via mobile hotspot may experience audio/video loss due to fluctuation in their respective networks. Members are advised to use a stable Wi-Fi or LAN Connection to participate in the AGM in a smooth manner.
- vi. Speaker Registration: Members may register themselves as speakers for the AGM to post their queries: -
 - Members may visit <https://emeetings.kfintech.com> and enter their e-voting login credentials to enter the website.
 - On landing page, you can select "Speaker Registration" tab and upload the video of the question you wish to ask.
 - Members can either pre-record the question and upload or record the question in the module itself.

The above mentioned facility is available from Saturday, 19th September, 2020 at 09.00 AM (IST) to and ends on Tuesday, 22nd September, 2020 at 5:00 PM (IST). The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

- vii. Post Your Queries: Members who may wish to express their views or ask questions at the AGM, may visit <https://emeetings.kfintech.com> and click on the Tab "Post Your Queries" to post their queries in the window provided. The window will open on Saturday, 19th September, 2020 at 09.00 AM (IST) and ends on Tuesday, 22nd September, 2020 at 5:00 PM (IST).

In addition to above members may also express their views or ask questions while attending the AGM, by pressing the tab "Ask a Question" on the screen. The window shall remain active during the continuance of the AGM.

- viii. Members attending the AGM through VC and who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same.

The e-voting "Thumb" sign on the left side of the video conferencing screen shall become activated on the instructions of the Chairman of the AGM during the AGM proceedings. Members can then click on the same and they will be taken to the "Instapoll" page for casting their votes. On clicking the "Instapoll" icon, Members will reach the Resolutions page. Please follow the instructions given and vote on the Resolutions.

- ix. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they shall not be allowed to cast their vote again during the AGM.
- x. Members who need any technical assistance or support before or during the AGM may contact Mr. Lakshmana Murthy, Senior Manager, KFin Technologies Private Limited @9177401088 or Toll Free No.1-800-3454-001; or send an E-mail request to lakshmana.murthy@kfintech.com or evoting@kfintech.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 4: To ratify the remuneration of Cost Auditors:

As recommended by the Audit Committee and the Board at its meeting held on 27th June, 2020, re-appointed M/s. Adarsh Sharma & Co., (Firm Registration No. 100880) as Cost Auditors of the Company, in terms of Section 148 of the Companies Act, 2013, and fixed a sum of Rs. 1,00,000/- (Rupees One Lakhs Only) as remuneration payable for the financial year 2020-21, subject to ratification by the shareholders of the Company.

In terms of Section 148 (3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the shareholders of the Company at the ensuing Annual General Meeting of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in item No. 4 of this notice.

The Directors, therefore, recommended the ordinary resolution, as set out in item No. 4 for ratification of remuneration payable to the Cost Auditors of the Company.

Item No. 5: To Re-appoint Mr. C P Rangachar (DIN: 00310893) as the Managing Director of the Company for a period of 5 (Five) years with effect from 01st May, 2020:

The present term of office of Mr. C P Rangachar - Managing Director of the Company expired on 30th April, 2020, the Board of Directors at their meeting held on 08th February, 2020 has re-appointed him as the Managing Director for a further period of 5 years with effect from 01st May, 2020 to 30th April 2025, subject to the approval of Shareholders. Since he attained the age of 70 years, he is required to be re-appointed as the Managing Director with the approval of the shareholders through a special resolution.

Hence, he is proposed to be re-appointed as the Managing Director of the Company for a further term of 5 years subject to the provisions of section 196, 197 and Schedule V of the Companies Act, 2013.

Terms of appointment:

1. Term of office will be from 01st May, 2020 to 30th April, 2025.
2. Remuneration for an initial period of 3 years will be paid as recommended by the Nomination and Remuneration Committee.

Information as required under Section (II) (B) (iv) of Part II of Schedule V:

I. General Information:

1. Nature of industry:

The Company is engaged in the business of design, manufacture, sale and servicing of hydraulic equipment like pumps, valves,

power packs, machinery, components and accessories for various applications.

2. Date or expected date of commencement of commercial production:

The Company commenced its commercial production on 1st May, 1978.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable

4. Financial performance based on given indicators:

Particulars	FY 2019-20	FY 2018-19
Total Income	20,789.52	29,018.74
Total expenditure	19,027.92	26,109.90
Profit before interest, depreciation and tax	1,761.94	2,908.84
Finance cost	917.95	629.28
Depreciation	426.65	329.44
Profit before Exceptional items and tax	417.34	1,950.12
Exceptional items	-	13,047.82
Profit after Exceptional items & before tax	417.34	14,997.94
Provision for taxation (Net of deferred tax)	(179.56)	3,180.20
Net comprehensive income for the year	(23.65)	(20.10)
Total comprehensive income for the year	573.25	11,797.65

5. Foreign investments or collaborations, if any.

The Company has been established in collaboration with Yuken Kogyo Company Limited, Japan, which holds 40% equity of the Company.

II. Information about the appointee:

1. Background details:

Mr. C P Rangachar is an Electrical Engineer from BITS, Pilani in the year 1964. He entered plastic business immediately after his graduation. He had extensive training in Plastics Technology in Europe, US & Japan. He was Involved in a wide range of activities including Technology Transfer, Capital Equipment and Collaborations.

In 1976, he promoted Yuken India Limited, in collaboration with Yuken Kogyo Co Ltd, Japan and functioned as its Director from inception and acted as Managing Director from 1978. During his tenure the Company has emerged as one of the leading manufacturers and suppliers of Hydraulics equipment in India. As a Managing Director he devoted his whole time and attention towards the business in the best interest of the Company and its stakeholders.

He is Promoter and Chairman of SAI India Ltd, subsidiary of SAI s p a - Italy. Director on Board of other Limited/Private Companies. He is actively associated with various professional bodies.

He held/holding the following positions in various organizations:

- Past Member Industrial Development Bank of India - Southern Regional Advisory Committee – 1997 - 99.
- Past Chairman CII – Southern Region 1998-99,
- Past Chairman CII Fluid Power Division;
- Past Chairman CII - National Council for Small and Medium Industry
- Past President, Indian Machine Tool Manufacturers' Association [IMTMA]
- Past President, IMTMA Machine Tool Industry Park.
- Independent Director in Natural Capsule Limited.
- Holding the Directorship in Grotek Enterprises Private Limited and Yuflow Engineering Private Limited, Subsidiary of Yuken India Limited.
- Holding the Directorship in Benefic Investment and Finance Company Private Limited, Bourton Consulting (India) Private Limited and Sai India Limited.
- Currently serving on Committees of IMTMA and CII Institute.

Mr. C P Rangachar is Organizer and Faculty for many Events, Seminars, Published several articles in India & abroad.

2. Past remuneration:

Total Gross Remuneration drawn during 2019-20: Rs. 69.20 lakhs.

3. Recognition or awards:

Mr. C P Rangachar has been awarded with CII-Award for Continuous Contribution and also award from Indian Machine Tool Manufacture Association (IMTMA) for Life Time Contribution.

4. Job profile and his suitability:

Mr. C P Rangachar promoted Yuken India Limited (YIL) in collaboration with Yuken Kogyo Company Limited (YKC), Japan, and has been its Managing Director since 1st May, 1978. During his tenure, Company has emerged as one of the leading manufacturers and suppliers of hydraulic machines in India and maintained its position in the industry. As Managing Director, he devoted his whole time and attention towards the business in the best interests of the Company and its stakeholders.

5. Remuneration Proposed:

Salary	In the scale of Rs. 3,50,000 – Rs. 7,00,000 per month with authority to Board to fix such annual increments as it deems fit.
Commission on Net Profits	As may be determined by the Board of Directors subject to overall remuneration not exceeding 5% of the net profits of the Company.

Perquisites		
1.	Housing	Free Furnished Accommodation.
2.	Gas, Electricity, Water	Actual.
3.	Medical reimbursement	Self and Family at Actual.
4.	Leave Travel Allowance	Self and Family once a year. Actual reimbursement.
5.	Club Fees	Subject to a maximum of two clubs. No life membership.
6.	Personal Accident Insurance	As per Company's rules
7.	Provident Fund	As per Company's rules
8.	Superannuation	As per Company's rules
9.	Gratuity	Half month's salary for each completed year of service.
10.	Motor Car	Free use of car with driver
11.	Telephone/Mobiles	Free telephone at residence and mobile phone facility for self-use.
12.	Earned Leave	One month's leave with full pay and allowances for every completed 11 months of service
13.	Encashment of Leave	Leave accumulated and not availed of during his term as Managing Director may be allowed to be encashed at the end of his term.

Note: In case of inadequacy of profits, remuneration in accordance with Schedule V will be applied.(minimum remuneration)

Notes:

1. Pursuant Section 197 (1) of the Companies Act, 2013, Total Managerial remuneration payable by Public Company to its Directors in respect of any financial year shall not exceed 11% of the Net profits of the Company and the remuneration payable to any one Managing Director or whole time Director or manager shall not exceed 5% of the net profits of the Company.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Since the Company falls under unique segment of Hydraulics, the comparative remuneration profile with respect to industry, size of the Company, profile of the position and persons are not available and hence not comparable. However, Companies of similar size are paying their Managerial Personnel above Rs. 10 lakhs per month.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Mr. C P Rangachar as an individual member and along with his family members, is holding less than 1% of equity shares of the Company.

III. Other information:

1. Reasons of loss or inadequate profits:

- The Company was consistently making profits in the past.
- During the current year, due to slowdown in the industry and also Covid-19 pandemic, the Company recorded low profit as compared to earlier years.

2. Steps taken or proposed to be taken for improvement:

- New products have been introduced by the Company.
- Exploring new markets.
- Focusing on cost cutting and improving profitability.

In view of the above, approval of members is sought for re-appointment of Mr. C P Rangachar as Managing Director of the Company and requested to approve the resolution set out in Item No. 5 of the accompanied notice as a Special Resolution.

None of the Directors or KMP except Mr. C P Rangachar and Mrs. Vidya Rangachar – Directors and their relatives interested in this resolution.

Item No.6: To appoint Mr. Kenichi Takaku (DIN: 08678898) as a Director of the Company:

Mr. Kenichi Takaku has been appointed as an Additional Director on the Board of the Company with effect from 09th May, 2020. As per the provisions of Section 161(1) of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014, Additional Director appointed by the Board, shall hold office up to the date of next Annual General Meeting.

In view of the above, approval of members is sought for appointment of Mr. Kenichi Takaku as Director on the Board of the Company and requested to approve the resolution set out in Item No. 6 of the accompanied notice as an Ordinary Resolution.

The disclosures under Regulation 36(3) of SEBI-LODR and Secretarial Standards SS-2 of ICSI are appended.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Kenichi Takaku and his relatives are, in any way, concerned or interested in the said resolution.

Item No.7: Approval for the Scheme of Amalgamation of Yuflow Engineering Private Limited (Hereinafter referred to as 'the Transferor Company'), with Yuken India Limited ('Hereinafter referred to as the 'Transferee Company' or 'the Company'):

Yuflow Engineering Private Limited ("Yuflow") is a wholly owned subsidiary of Yuken India Limited ("YIL"). Yuflow has incorporated

under the provisions of the Companies Act, 1956 and engaged in the business of manufacturing of Electric Motors, manifolds, and other hydraulic accessories.

Further, Electric Motors and manifolds manufactured by Yuflow is intermediary products to YIL and its Group Companies.

Hence, the Management discussed and deliberated upon the Companies' business profiles and concluded that as the business of the Companies is similar and complement each other, it is in the best interest of the Companies to merge Yuflow with Yuken. This is more advantageous to YIL to manage the business of the Yuflow effectively, manufacture quality products and reduce the overall costs. Considering the above, the Board of Directors at their meeting held on 13th June, 2020 approved the draft Scheme of Amalgamation ("Scheme") of M/s. Yuflow Engineering Private Limited (Wholly owned Subsidiary) with M/s. Yuken India Limited and their respective Shareholders & Creditors.

The Directors, therefore, recommended the special resolution, as set out in item No. 7 for Approval for the Scheme of Amalgamation of Yuflow Engineering Private Limited with Yuken India Limited.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in item No. 7 of this notice. Except and otherwise Mr. C P Rangachar – Managing Director, Mr. K Gopalkrishna and Mr. H M Narasinga Rao - Key Managerial Personnel being the nominee Directors appointed by Yuken India Limited on the Board of Yuflow Engineering Private Limited.

The disclosures under the provisions of the act are attached separately.

By order of the Board of Directors
For Yuken India Limited

C P Rangachar
Managing Director
(DIN: 00310893)

Place: Bengaluru
Date: 28th August, 2020

Details of Directors seeking appointment /re-appointment at the forthcoming AGM:

Particulars	Mr. C P Rangachar	Mr. Hidemi Yasuki	Mr. Kenichi Takaku
Date of Birth	23/07/1942	02/02/1960	16/06/1949
Date of Appointment	01/05/1978	19/07/2019	09/05/2020
Qualifications	B.E in Electrical Engineering from BITS, Pilani.	Graduated in Mechanical Engineering, from Kanto Gakuin University.	Graduated in Machinery.
Expertise	- Promoter of Yuken India Limited in collaboration with Yuken Kogyo Co Ltd, Japan. Appointed as the Director on 01/05/1978 and acting as the Managing Director since then. - He is Promoter Chairman of SAI India Ltd, subsidiary of SAI s p a – Italy. - Past Member Industrial Development Bank of India - Southern Regional Advisory Committee – 1997 - 99. - Past Chairman CII – Southern Region 1998-99. - Past Chairman CII Fluid Power Division. - Past Chairman CII - National Council for Small and Medium Industry. - Past President, Indian Machine Tool Manufacturers' Association [IMTMA]. - Past President, IMTMA Machine Tool Industry Park. - Independent Director in Natural Capsule Limited. - Holding the Directorship in Grotek Enterprises Private Limited and Yuflow Engineering Private Limited, Subsidiary of Yuken India Limited. - Holding the Directorship in Benefic Investment and Finance Company Private Limited, Bourton Consulting (India) Private Limited and Sai India Limited.	He joined Yuken Kogyo Co., Ltd Japan, R&D Department in the Year 1982. After that he designated in various roles in Yuken Kogyo., Co Ltd. from June 2017 onwards, he was a Director in Yuken Kogyo Co., Ltd.	He joined Yuken Kogyo Co., Ltd Japan, Production Control Department in the Year 1968. After that he designated in various roles in Yuken Kogyo., Co Ltd. In the year 2019, he retired from Yuken Kogyo Co. Ltd as Auditor. Currently, he holding the position of Corporate Advisor in Yuken Kogyo Co., Ltd. Japan.
Directorships held in other public companies	1. Natural Capsules Limited 2. Sai India Limited	-	-
Membership/ Chairmanship of committees of other public companies	1. Natural Capsules Limited: - Audit Committee – Chairman - Nomination and Remuneration Committee- Member	-	-

Particulars	Mr. C P Rangachar	Mr. Hidemi Yasuki	Mr. Kenichi Takaku
No. of Board Meetings attended during the year as a Director	5 (out of Five meetings held)	1 (out of Five meetings held)	Not Applicable.
Remuneration last drawn (FY 2019-20) (sitting fees and commission)	Rs.69.20 lakhs.	Rs. 0.58 lakhs.	-
Remuneration sought to be paid	Not Applicable.	Sitting fees as approved by the Board of Directors within the limits of the applicable laws and Commission as approved by the Board.	Sitting fees as approved by the Board of Directors within the limits of the applicable laws and Commission as approved by the Board.
No of shares held in the Company	84,400 equity shares of Rs. 10/- each.	-	-
Relationship with other Directors and Key Managerial Personnel of the Company	Spouse of Mrs. Vidya Rangachar –Director.	-	-