Friendly Intelligent Powerful Hydraulics Depend on us	**YUKEN INDIA LIMITED** An ISO 9001:2015 Company **Manufacturers of Oil Hydraulic Equipment** IN COLLABORATION WITH YUKEN KOGYO CO. LTD., JAPAN. **CIN: L29150KA1976PLC003017**	TÜV NORD ISO 9001

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/2022	E-mail:	hmn_rao@yukenindia.com
Date:	20/08/2022	Web:	www.yukenindia.com

To,

The General Manager,
Listing Compliance & Legal Regulatory,
BSE Limited,
PJ Towers, Dalal Street,
Mumbai-400001.
BSE Script Code: 522108

The General Manager,
Listing Compliance & Legal Regulatory,
National Stock Exchange of India Limited
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai – 400051
NSE Script Code: YUKEN

Dear Sir/Madam,

Sub: Notice of 46th Annual General Meeting (AGM), Book Closure and E-Voting:

With reference to captioned subject, we wish to inform that the **46th Annual General Meeting** of the Company is scheduled to be held on **Wednesday, 14th September, 2022 at 10.00 AM (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the business as set forth in the Notice of AGM.

Further, we hereby inform that:

1. Cut-off date is 06th September, 2022 for determining the name of members eligible for dividend on equity shares, if declared at the meeting.

2. Register of Members and Share Transfer Books of the Company will remain closed from 07th September, 2022 to 14th September, 2022 (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 at least 30 days.

3. E-voting shall commence on 09th September, 2022 at 09.00 AM (IST) and ends on 13th September, 2022 at 5:00 p.m.(IST).

Further, the Notice of the 46th Annual General Meeting along with the Annual Report for the Financial Year 2021-22 are being sent only through electronic mode to those members whose email IDs are registered with the Company/ Depositories.

The copy of the AGM Notice is available on the website of the Company viz., https://www.yukenindia.com/ under Investor Section – Financial Statement-*Annual Report: 2021-2022* or also access https://www.yukenindia.com/report-result/

AGM Notice is enclosed herewith.

Thanking you,
Yours faithfully,
For Yuken India Limited

VINAYAK SHRIDHAR HEGDE Digitally signed by VINAYAK SHRIDHAR HEGDE Date: 2022.08.20 12:27:18 +05'30'

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 **46th** Annual General Meeting ("AGM") of the members ("Members") of Yuken India Limited ("the Company") will be held on **Wednesday, 14th September, 2022 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, 2022, 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 Auditor's 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, 2022.

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

   "RESOLVED THAT Mrs. Vidya Rangachar (DIN: 02612252) Director, who retires by rotation and being eligible, offers herself for reappointment, be and is hereby reappointed as a Director of the Company."

4. **Reappointment of the Statutory Auditors:**

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

   "RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions, if any of the Companies Act, 2013 and 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), and based on the recommendations of the Audit Committee and Board of Directors of the Company, M/s. Walker Chandiok & Co. LLP., Chartered Accountants, (Registration No. 001076N/N500013) be and are hereby re-appointed as the Statutory Auditor of the Company, to hold office for a second term of 5 (Five) consecutive years from the conclusion of this 46th (Forty Six) Annual General Meeting until the conclusion of the 51st (Fifty One) Annual General Meeting to be held in the year 2027, at such remuneration, taxes and out of pocket expenses, as recommended by the Audit Committee and decided by the Board of Directors of the Company 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 resolution."

B. SPECIAL BUSINESS:

5. **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) plus applicable taxes and reimbursement of out of pocket expenses, payable to M/s. Adarsh Sharma & Co., practicing Cost Accountants (Firm Registration No. 100880) who are re-appointed as Cost Auditors of the Company for the year 2022-23 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 resolution."

6. **Reappointment of Mrs. Vidya Rangachar (DIN: 02612252), Non - Executive & Non Independent, Director:**

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 Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other relevant circulars and modifications, if any issued by Securities and Exchange Board of India ("SEBI") from time to time, approval of the members of the Company be and is hereby accorded for reappointment of Mrs. Vidya Rangachar (DIN: 02612252), as a Non-Executive & Non Independent Director of the Company, who will be attaining the age of 75 (Seventy Five) years and that she shall be liable to retire 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 resolution."

7. **Appointment of Mr. Yoshitake Tanaka (DIN: 0009686092) as a Director:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 for the time being in force (including any statutory modification(s) or re-enactment thereof), Mr. Yoshitake Tanaka (DIN: 0009686092) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 09th August,2022, and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company."

"**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 resolution."

8. **Appointment of Mr. Yoshitake Tanaka (DIN: 0009686092) as a Whole -time Director:**

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

"**RESOLVED THAT** pursuant to recommendation of Nomination and Remuneration Committee and pursuant the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Articles of Association of the Company, and all other applicable provisions for the time being in force (including any statutory modification(s) or re-enactment thereof), and subject to the approval of Central Government, the approval of shareholders be and is hereby accorded for appointment of Mr. Yoshitake Tanaka (DIN: 0009686092) as a Whole-time Director of the Company for a period of 5 years from the conclusion of this meeting i.e. 14th September 2022 to 13th September, 2027 as well as payment of remuneration for the first 3 (Three) years of his appointment upon such terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to this notice."

"**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, including full liberty to modify and amend the terms and conditions of the said appointment and / or remuneration, from time to time, as it may deem fit and to take such steps and do and perform all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution."

9. **Approval of Material Related Party Transactions with Yuken Kogyo Company Ltd, Japan:**

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 the Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or amendments or re-enactment(s) thereof, as amended from time to time, consent of the Members be and is hereby accorded in respect of the following related party transaction(s) between the Company and Yuken Kogyo Company Ltd, Japan, which are in the ordinary course of business and on arm's length basis:"

Sl. No.	Name of the Related Party	Nature of relationship	Nature of transaction	Estimated value of the transactions for the financial year 2022-23 Rs. in lakhs
1	Yuken Kogyo Company Ltd, Japan	Company having significant influence	Sales	500
			Purchases	3,800
			Brand fees /Royalty	500
			Other Services	200
			Total	**5,000**

"**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 resolution."

By order of the Board of Directors
For Yuken India Limited

Place: Bengaluru
Date: 09th August,2022

C P Rangachar
Managing Director
(DIN: 00310893)

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

NOTES:

1. **In view of the extraordinary circumstances due to outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide Circular No. 02/2022 dated 05th May, 2022 read with Circular No. 20/2020 dated 5th May, 2020 read with Circular No.14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 and Circular 02/2021 dated 13th January, 2021 (collectively referred to as "MCA Circulars") and Circular Nos. SEBI/HO/CFD/ CMD1/CIR/ P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May, 2022 issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), which 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"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") various MCA Circulars and SEBI Circulars, the 46th Annual General Meeting of the Members of the Company is being conducted through Video Conferencing ("VC") mode. 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 AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue, 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. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the financial year 2021-22 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, website of BSE Limited at www.bseindia.com, and website of National Stock Exchange India Limited (NSE) –www.nseindia.com and on the website of KFin Technologies Limited (Formerly known as KFin Technologies Private Limited) at https://evoting.kfintech.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/ELECTRONIC FORM OR ON REQUEST BY ANY OTHER SHAREHOLDER.

4. The Company has availed the services of KFin Technologies 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.

5. 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 46th AGM is being held, pursuant to the MCA/SEBI 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.

6. Cut-off date is **Tuesday, 06th September, 2022** for determining the name of members eligible for dividend on equity shares, if declared at the meeting.

7. The Register of Members and the Share Transfer Books of the Company will remain closed from **Wednesday, 07th September, 2022 to Wednesday, 14th September, 2022 (both days inclusive),** for determining the name of members eligible for dividend on equity shares, if declared/approved at the meeting.

8. The e-voting period commences on **Friday, 09th September, 2022 at 09.00 AM (IST) and ends on Tuesday, 13th September, 2022 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 **13th September, 2022 at 5:00 PM (IST).** 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.

9. The explanatory statement pursuant to section 102 of the Act, setting out the material facts in respect of the Special Business is annexed hereto.

10. 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@kfintech.com. The scanned image of the above mentioned documents should be in the naming format **"Yuken India Limited 46th Annual General Meeting".**

11. 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 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.

12. 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 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.

13. 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.

14. 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.

15. 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 **Tuesday, 06th September,2022.** 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 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.

16. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the Members with effect from 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.

17. 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 Limited. Members holding shares in dematerialized form are requested to submit these details to their respective Depository Participant.

18. Members are requested to intimate changes, if any, in their registered addresses to KFin Technologies 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.

19. Under section 124(5) of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of 7 (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 7 (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.

20. 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, 2022, on its website http://www.yukenindia.com/unclaimed-dividend/

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 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 einward.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 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/clientservices/mobilereg/mobileemailreg.aspx 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 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 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 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 are 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 FOR REMOTE E-VOTING:

i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech , on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

iv. The remote e-Voting period commences on **Friday, 09th September, 2022 at 09.00 AM (IST) and ends on Tuesday, 13th September, 2022 at 5:00 PM (IST).**

v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	**1. User already registered for IDeAS facility:** I. Visit URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. **2. User not registered for IDeAS e-Services** I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1. **3. Alternatively by directly accessing the e-Voting website of NSDL** I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will have requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	**1. Existing user who have opted for Easi / Easiest** I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. **2. User not registered for Easi/Easiest** I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1

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Type of shareholders	Login Method
	3. Alternatively, by directly accessing the e-Voting website of CDSL I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e **KFintech** where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – **Kfintech** and you will be redirected to e-Voting website of **KFintech** for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evot-ing@nsdl.co.in or call at toll free no.: **1800 1020 990 and 1800 22 44 30**
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at **022-23058738 or 022-23058542-43**

Details on Step 2 are mentioned below:

II) **Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: https://evoting.kfintech.com/

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, 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 the 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 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. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. 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 **"EVEN"** i.e., **" 6756 AGM"** and click on "Submit"

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. 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 folio/ 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 have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id scrutinizer@yukenindia.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link:

https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx

Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

ii Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the 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 above.

ii. Facility for joining AGM though VC/ OAVM shall open 15 minutes before the commencement of the Meeting.

iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at Vinayak.hegde@yukenindia.com Questions /queries received by the Company till 12th September,2022 shall only be considered and responded during the AGM.

vi. The Members 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 / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

vii. 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, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

viii. Facility of joining the AGM through VC / OAVM shall be available for maximum 2000 members on first come first served basis.

ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit https://emeetings.kfintech.com and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from **Friday, 09th September, 2022 at 09.00 AM (IST) and ends on Monday, 12th September, 2022 at 5:00 PM (IST).** Members shall be provided a 'queue number' before the meeting. 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.

II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting https://emeetings.kfintech.com. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from **Friday, 09th September, 2022 at 09.00 AM (IST) and ends on Monday, 12th September, 2022 at 5:00 PM (IST).**

III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com (KFintech Website) evoting@kfintech.com or call KFintech's toll free No. 1-800-3454-001 for any further clarifications.

IV. The Company is sending through e-mail, the AGM Notice and the Annual Report to the Members whose name is recorded as on 12th August, 2022 in the Register of Members or in the Register of Beneficial Owners maintained by the depositories.

V. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **06th September, 2022** being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

VI. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she 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 No. or DP ID Client ID to 9212993399

1. Example for NSDL:
2. MYEPWD <SPACE> IN12345612345678
3. Example for CDSL:
4. MYEPWD <SPACE> 1402345612345678
5. Example for Physical:
6. 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.kfintech.com/ , the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com .

VII. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

VIII. 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.

IX. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com (KFintech Website) or contact Ms. Sheetal Doba- Manager Corporate Registry at Einward.ris@kfintech.com or call toll free No. 1-800-3094-001 and send an email to evoting@kfintech.com for any further clarifications.

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

Item No. 5: To ratify the Remuneration of Cost Auditors:

As recommended by the Audit Committee and the Board of Directors at their meeting held on 25th May, 2022, approved the reappointment of 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 remuneration of Rs.1,00,000 (Rupees One Lakh only) plus applicable taxes and reimbursement of out of pocket expenses for the financial year 2022-23, 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.

The Directors, therefore, recommended the ordinary resolution, as set out in item No. 5 for ratification of remuneration payable to the Cost Auditors 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. 5 of this notice.

Item No. 6: Reappointment of Mrs. Vidya Rangachar (DIN: 02612252), Non - Executive & Non Independent Director:

Mrs. Vidya Rangachar (DIN: 02612252), was appointed as a Non-Independent, Non - Executive Director of the Company with effect from 30th March, 2015.

As per the regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (hereinafter referred to as SEBI Listing Regulations) Regulations, 2015, which is applicable effective from 01st April, 2019, no listed Company shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 (Seventy Five) years unless a special resolution is passed to that effect, in which case the statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Mrs. Vidya Rangachar will be attaining the age of 75 years on 10th October, 2022, Hence, for continuing the directorship of Mrs. Vidya Rangachar - Non-Executive and Non Independent Director in the Company requires the approval of the shareholders through a special resolution.

Mrs. Vidya Rangachar is Masters in Arts and she is holding position of Managing Director in Benefic Investment and Finance Company Private Limited. Considering her leadership quality and business experience, continued association of Mrs. Vidya Rangachar would be of immense benefit to the Company. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors approved reappointment of Mrs. Vidya Rangachar as a Non - Executive & Non-Independent Director of the Company, subject to the approval of the shareholders.

Accordingly, the Board recommends the resolution for reappointment of Mrs. Vidya Rangachar as a Non – Executive and Non-Independent Director of the Company for the approval by the shareholders of the Company by way of Special 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 except Mr. C P Rangachar – Managing Director, Mrs. Vidya Rangachar – Director and their relatives are, in any way, concerned or interested in the said resolution.

Items Nos. 7 & 8: Appointment of Mr. Yoshitake Tanaka (DIN: 0009686092) as a Director and a Whole-time Director of the Company:

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its meeting held on 09th August,2022, appointed Mr. Yoshitake Tanaka (DIN: 0009686092) as an Additional Director of the Company with effect from 09th August, 2022 and he holds office up to the date of this 46th Annual General Meeting pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act").

Mr. Yoshitake Tanaka aged about 44 years and he is graduated in Management Business Administration from Senshu University. He joined Yuken Kogyo Company Ltd, Japan (Collaborator), in the year 2000 and worked in Yuken Kogyo Company Ltd, Japan and its group Companies in various capacities. He has around 22 years of rich and varied professional experience. Considering his vast experience, Yuken Kogyo Co., Ltd, Japan has proposed to appoint him as a Director in the Board of Yuken India Limited.

In view of the above, approval of members is sought for appointment of Mr. Yoshitake Tanaka as a Director of the Company and requested to approve the resolution set out in Item No. 7 of the accompanied notice as an Ordinary Resolution.

The Board of Directors, at its meeting held on 09th August, 2022, as per the recommendations made by the Nomination & Remuneration Committee, also considered that, given the knowledge, background, experience and past performance of Mr. Yoshitake Tanaka, it would be in the best interest of the Company to appoint him on the Board as a Whole-time Director, as he fulfills the identified core skills / expertise / competencies and the criteria laid down by the Board in the Company's Nomination and Remuneration Policy for appointment as a Director of the Company and as required in the context of the Company's business and the sector it operates in. In view of the same, the Board of Directors approved the proposal for appointment of Mr. Yoshitake Tanaka as a Whole - time Director, for a period of 5 years with effect from 14th September, 2022 to 13th September, 2027, post approval by the Members of the Company.

Mr. Yoshitake Tanaka satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013, except condition (e) and also the conditions set out under Section 196(3) of the Act for being eligible for this appointment.

Further, as per the conditions set out in Part-I of Schedule V to the Companies Act, 2013, for appointment of Whole Time Director, he should be resident in India. For this purpose, resident in India includes a person who has been staying in India for a continuous period of not less than 12 (Twelve Months) immediately preceding the date of his appointment as a managerial person and who has come to stay in India:

(i) for taking up employment in India; or

(ii) for carrying on a business or vacation in India.

In case any person not satisfying the above conditions, Central Government approval is required for such appointment within a period of 90 (Ninety Days) from the date of appointment.

Mr. Yoshitake Tanaka is staying in India with effect from 01st July, 2022 after taking up employment Visa, hence, his appointment as Whole Time Director is subject to the approval of the Central Government.

Apart from the above, Mr. Yoshitake Tanaka satisfies all the conditions set out in Part-I of Schedule V to the Act as also the conditions set out under Section 196(3) of the Act for being eligible for this appointment.

The present terms and conditions of appointment of Mr. Yoshitake Tanaka, as Whole Time Director, as approved by the Board of Directors, upon recommendation of the Nomination & Remuneration, are as under:

Terms of appointment:

1. Term of appointment will be from 14th September, 2022 to 13th September, 2027.
2. Remuneration for an initial period of 3 years from 14th September, 2022 to 13th September, 2025. Remuneration will be paid as recommended by the Nomination and Remuneration Committee and in compliance with the provisions of section 197, Schedule V of the Companies Act, 2013.

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:

Rs. In Lakhs

Particulars	Year ended 31.03.2022	Year ended 31.03.2021
Net Income	**28,931.64**	**19,361.68**
Expenditure before interest, depreciation and tax	25,793.35	17,104.41
Profit/(Loss) before interest, depreciation and tax	3,138.29	2,257.27
Finance cost	647.60	814.76
Depreciation	603.59	483.29
Profit/(Loss) Before Tax	**1,887.10**	**959.22**
Provision for Taxation (Net of deferred tax)	599.44	208.17
Profit/(Loss) After Tax	**1,287.66**	**751.05**
Net Comprehensive Income /(Loss) for the year	(14.04)	(23.05)
Total Comprehensive Income/(Loss) for the year	**1,273.62**	**728.00**

5. **Foreign investments or collaborations, if any.:**

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

II. **Information about the appointee:**

1. **Background details:**

Mr. Yoshitake Tanaka aged about 44 years and he is graduated in Management Business Administration from Senshu University. He joined Yuken Kogyo Company Ltd, Japan (Collaborator), in the year 2000 and worked in Yuken Kogyo Company Ltd, Japan and its group Companies in various capacities. He has around 22 years of rich and varied professional experience.

2. **Past remuneration:**

Mr. Yoshitake Tanaka joined in Yuken India Limited as General Manager from 01st July, 2022. Hence, Total Gross Remuneration drawn during the past years is not applicable.

3. **Recognition or awards: NIL**

4. **Job profile and his suitability:**

Mr. Yoshitake Tanaka having around 22 years of rich and varied professional experience and he joined Yuken Kogyo Company Ltd, Japan in the year 2000 and worked in Yuken Kogyo Company Ltd, Japan and its group Companies in various capacities, he shall devote 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. 4,00,000 – Rs. 7,00,000 per month with authority to Board to fix such annual increments as it deems fit.
Commission on Net Profit	As may be determined by the Board of Directors subject to overall remuneration not exceeding 10% of the net profit of the Company if more than one Managing Director or Whole time Director.
Perquisites:	
1. Housing	Free Furnished accommodation.
2. Motor Car	Free use of Car with driver.
3. Gas, Electricity, Water	Actual.
4. Communication Expenses	Free use mobile phone facility for self-use.
5. Earned Leave	One month's leave with full pay and allowances for every completed 11 months of service.
6. Leave Travel Allowance	Self and Family once a year. Actual reimbursement.
7. Health, Medical and Personal Accident Insurance	As per the Company's Policy.
Note: In case of inadequacy of profits, remuneration in accordance with Schedule V will be applied.(minimum remuneration).	

Notes:

Pursuant Section 197 (1) of the Companies Act, 2013, Total Managerial remuneration payable to 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 more than one Managing Director or Whole Time Director or manager, if any shall not exceed 10% 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. 5 lakhs per month.

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

   There is no Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel.

III. **Other information:**

1. **Reasons of loss or inadequate profits:**

   a. The Company was consistently making profits in the past.

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

   a. New products have been introduced by the Company.

   b. Exploring new markets.

   c. Focusing on cost cutting and improving profitability.

   In view of the above, approval of members is sought for appointment of Mr. Yoshitake Tanaka as a Whole Time Director of the Company and requested to approve the resolution set out in Item No. 8 of the accompanied notice as a Special 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. Yoshitake Tanaka and his relatives are, in any way, concerned or interested in the said resolution.

Item No. 9: Approval of Material Related Party Transactions with Yuken Kogyo Company Ltd, Japan:

Yuken Kogyo Company Ltd, Japan – Collaborator of Yuken India Limited. As a part of its ongoing and in the ordinary course of business, the Company purchases / sells raw materials, semi-finished / finished products, components, capital equipment, avails / renders services from / to Yuken Kogyo Company Ltd, Japan at arm's length basis.

The above activities have been essential for the Company to carry out its business operations and maximize its growth and performance. Purchases of materials / goods / services by the Company are based on terms and conditions of purchase orders/Agreements and as mutually agreed between the parties.

It may be noted that as per the amended definition provided in the explanation to Regulation 23 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') which is effective April 1, 2022, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds INR 1,000 Crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, all Material Related Party Transactions shall require prior approval of the Members through a resolution and no related party shall vote to approve such resolution whether an entity is a related party to the particular transaction or not.

As per Regulation 23(1) of SEBI Listing Regulations, the transactions with Yuken Kogyo Company Ltd. are material in nature as these transactions on cumulative basis are likely to exceed 10% of the annual consolidated turnover as per the last audited financial statements for the financial year 2021-22.

The Audit Committee and Board of Directors at their meeting held on 25th May, 2022, reviewed the estimated value of the transactions on an annual basis based on expected growth plans for the financial year - 2022-23 and consent has been obtained from the Audit Committee and Board subject to approval of shareholders in the ensuing Annual General Meeting.

Therefore, in terms of the SEBI Listing Regulations, the transactions with the said related party require the approval of members of the Company by passing the resolution at item No. 9 of the Notice.

Details to be placed before Members in line with the SEBI Circular and provisions of the Companies Act, 2013 are given below:

<table>
<tr><th>Sl. No.</th><th>Particulars</th><th colspan="3">Information</th></tr>
<tr><td>1</td><td>Name of the related party</td><td colspan="3">Yuken Kogyo Company Ltd, Japan.(" Collaborator)</td></tr>
<tr><td rowspan="5">2</td><td rowspan="5">Type, material terms and particulars of the proposed transaction</td><td>SL No.</td><td>Nature of Transaction(s)</td><td>Material Terms and Conditions</td></tr>
<tr><td>1</td><td>Sales</td><td rowspan="2">Payment /Billing to be made as per the terms and conditions of Purchase Orders as agreed between the parties.</td></tr>
<tr><td>2</td><td>Purchases</td></tr>
<tr><td>3</td><td>Brand fees /Royalty</td><td>Payment to be made as per the terms and conditions of Agreement agreed between the parties.</td></tr>
<tr><td>4</td><td>Other Services</td><td>Payment/Billing to be made as per the terms and conditions agreed between the parties.</td></tr>
<tr><td>3</td><td>Nature of relationship with the Company and its subsidiary, including nature of its concern or interest.</td><td colspan="3">Collaborator having 40% equity Stake in the Company.</td></tr>
<tr><td>4</td><td>Tenure of the proposed transaction.</td><td colspan="3">These transactions have been undertaken by the Company from time to time on a regular basis depending on the needs of business.</td></tr>
<tr><td>5</td><td>Value of the proposed transaction.</td><td colspan="3">Considering the business phenomenon being dynamic and the nature of industry/ business in which the Company operates, the Company expects the level of transactions with Yuken Kogyo Company, Ltd to be above the materiality threshold as prescribed under the SEBI Listing Regulations. Therefore, the approval of the Members is being sought for an aggregate value of transactions for the financial year 2022-23 for INR 5,000 lakhs as mentioned in the respective resolution.</td></tr>
<tr><td>6</td><td>The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.</td><td colspan="3">15 %</td></tr>
<tr><td>7</td><td>Whether the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.</td><td colspan="3">Not Applicable</td></tr>
<tr><td>8</td><td>Justification as to why the Related Party Transaction is in the interest of the Company.</td><td colspan="3">These transactions are done at arm's length and in the ordinary course of business in accordance with applicable laws and regulations. The detailed justification has been mentioned above.</td></tr>
<tr><td>9</td><td>A copy of the valuation or other external party report, if any such report has been relied upon.</td><td colspan="3">Not Applicable</td></tr>
<tr><td>10</td><td>Period for which the shareholders' approval is sought.</td><td colspan="3">For a period of one year from 01st April, 2022 to 31st March, 2023</td></tr>
<tr><td>11</td><td>Whether the transactions have been approved by the Audit Committee."</td><td colspan="3">Yes. The Audit Committee has granted approval as per the prevailing legal requirements. The proposed Related Party Transaction(s) ("RPT") are in accordance with the RPT Policy of the Company.</td></tr>
<tr><td>12</td><td>Any other information that may be relevant or important for the Members to make a decision on the proposed transactions."</td><td colspan="3">All requisite information to enable shareholders to exercise their informed decision have been made part of this Notice.</td></tr>
</table>

The proposed related party transactions are in the ordinary and normal course of business, on arm's length basis. It plays a significant role in the Company's business operations. Accordingly, the Board recommends the Ordinary Resolution set forth in item No. 9 of the Notice for the approval of the members in terms of Regulation 23 of the SEBI (LODR) Regulations, 2015.

None of the Directors or Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested, directly or indirectly, in this resolution. However, it may be noted that Mr. Hideharu Nagahisa, Mr. Hidemi Yasuki and Mr. Yoshitake Tanaka represents Yuken Kogyo Company Ltd. Japan on the Board of the Company.

The Members' approval is solicited for the resolutions at item No. 9 of the accompanying Notice as an Ordinary Resolution.

By order of the Board of Directors
For Yuken India Limited

Place: Bengaluru
Date: 09th August,2022

C P Rangachar
Managing Director
(DIN: 00310893)

Details of Directors seeking appointment /reappointment at the forthcoming Annual General Meeting:

Particulars	**Mrs. Vidya Rangachar**	**Mr. Yoshitake Tanaka**
Date of Birth.(DD/MM/YYYY)	10/10/1947	20/02/1978
Age.	75	44
Date of Appointment.	30/03/2015	09/08/2022
Qualifications.	Master of Arts.	Management Business Administration.
Expertise.	Managing Director of Benefic Investment and Finance Company Private Limited.	He joined Yuken Kogyo Co., Ltd Japan, Purchase Department in the year 2000. After that he designated in various roles in Yuken Kogyo., Co Ltd and its Group Companies. From June 2021 onwards, he was a General Manager in Yuken Kogyo Co., Ltd. Japan.
Directorships held in other public Companies.	NIL	NIL
Membership/ Chairmanship of committees in other public Companies.	NIL	NIL
No. of Board Meetings attended during the year as a Director.	5 (out of Five meetings held)	Not Applicable.
Remuneration last drawn (FY 2021-22) (sitting fees and commission).	Rs.3.41 Lakhs.	Not Applicable.
Remuneration sought to be paid.	Sitting fees as approved by the Board of Directors within the limits of the applicable laws and Commission as approved by the Board.	Remuneration as approved by the Board of Directors within the limits of the provisions of section 197, Schedule V of the Companies Act, 2013
Terms and conditions of appointment or reappointment.	To be re-appointed as Director liable to retire by rotation.	To be appointed as a Whole- time Director for period of 5 years with effect from 14th September, 2022 and not liable to retire by rotation also.
No of shares held in the Company.	16,000 equity shares of Rs. 10/- each.	NIL
Relationship with other Directors and Key Managerial Personnel of the Company.	Spouse of Mr. C P Rangachar – Managing Director.	NIL

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