

	YUKEN INDIA LIMITED An ISO 9001:2008 Company Manufacturers of Oil Hydraulic Equipment IN COLLABORATION WITH YUKEN KOGYO CO. LTD., JAPAN.		
Your Ref No:		Regd. Office & Factory:	P.B. No. 16, Whitefield Road
Our Ref No:	YIL/Sec/2016		Whitefield, Bangalore 560 066
Date	07 th April, 2016	Phone & Fax :	080 – 2845 3810
CIN: L29150KA1976PLC003017		E-mail:	hmn_rao@yukenindia.com
		Web:	www.yukenindia.com

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : Yuken India Limited

Quarter ending on : 31.03.2016

I. COMPOSITION OF BOARD OF DIRECTORS								
Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non- Executive / Independent / Nominee)	Date of Appointment in the current term / Cessation	Tenure	No. of Directorships in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No. of memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Osamu Tanaka	PAN: NA DIN: 03618881	Non-Executive / Chairperson	02/09/2011	-	1	0	0

YUKEN

For YUKEN INDIA LIMITED

Siddhant

Company Secretary

Mr.	Cattancoletore Padmanabhan Rangachar	PAN: ABLPR5537P DIN: 00310893	Executive	01/05/1978	-	2	2	0
Mr.	Srinivasan Rangarajan	PAN: ABTPS5434Q DIN: 00043658	Non-Executive / Independent	29/06/1995 Current Term: 09/09/2014	5 years	4	3	2 (including 1 unlisted public company)
Mr.	Needamangalam Srinivasan Mohanram	PAN: AARPM8760G DIN: 02466671	Non-Executive / Independent	30/05/2005 Current Term: 09/09/2014	5 years	1	0	1
Mr.	Premchander	PAN: AESPP1752J DIN: 02278652	Non-Executive / Independent	30/05/2005 Current Term: 09/09/2014	5 years	1	0	1
Mr.	Shiro Hattori	PAN: NA DIN: 06939850	Executive / Nominee	09/09/2014	-	1	0	0
Ms.	Vidya Rangachar	PAN: BXPR5397P DIN: 02612252	Non-Executive	30/03/2015	-	1	0	0

II. COMPOSITION OF COMMITTEES

Name of Committee	Names of Committee Members		Category (Chairperson / Executive / Non-Executive / Independent / Nominee)
1. Audit Committee	Mr. Needamangalam Srinivasan Mohanram	- Chairman	Non-Executive / Independent
	Mr. Srinivasan Rangarajan	- Member	Non-Executive / Independent
	Mr. Cattancoletore Padmanabhan Rangachar	- Member	Executive
2. Nomination & Remuneration Committee	Mr. Srinivasan Rangarajan	- Chairman	Non-Executive / Independent
	Mr. Needamangalam Srinivasan Mohanram	- Member	Non-Executive / Independent
	Mr. Premchander	- Member	Non-Executive / Independent
3. Stakeholders Relationship Committee	Mr. Premchander	- Chairman	Non-Executive / Independent
	Mr. H M Narasinga Rao	- Member	NA
	Mrs. Geetha Pushpa U S	- Member	NA

YUKEN

For YUKEN INDIA LIMITED

Sridhar.
Company Secretary

Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

III. MEETINGS OF BOARD OR DIRECTORS

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
04 th November, 2015	05 th February, 2016	93 days

IV. MEETINGS OF COMMITTEES

Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of quorum met (details)	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee – 05 th February, 2016	Yes. 3 members were present.	04 th November, 2016	93 days

This information has to be mandatorily be given for Audit Committee, for rest of the Committees, giving this information is optional.

V. RELATED PARTY TRANSACTIONS

Subject	Compliance Status
Whether prior approval of Audit Committee obtained	Yes
Whether shareholders approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

VI. AFFIRMATIONS

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee

YUKEN

For YUKEN INDIA LIMITED

[Signature]

Company Secretary

c. Stakeholders Relationship Committee

d. Risk Management Committee (applicable to top 100 listed entities)

3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here.

– We shall place this report before the Board of Directors in the ensuing Board Meeting.

For YUKEN INDIAN LIMITED

Sridevi Chintada

Company Secretary

Sridevi Chintada

Company Secretary

YUKEN

		YUKEN INDIA LIMITED An ISO 9001:2008 Company Manufacturers of Oil Hydraulic Equipment IN COLLABORATION WITH YUKEN KOGYO CO. LTD., JAPAN.			
Your Ref No:		Regd. Office & Factory:	P.B. No. 16, Whitefield Road		
Our Ref No:	YIL/Sec/2016		Whitefield, Bangalore 560 066		
Date	07 th April, 2016	Phone & Fax :	080 – 2845 3810		
CIN: L29150KA1976PLC003017		E-mail:	hmn_rao@yukenindia.com		
		Web:	www.yukenindia.com		

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year) – 31st March, 2016


I. DISCLOSURE ON WEBSITE IN TERMS OF LISTING AGREEMENT		
Item	Compliance (Yes / No / NA)	Status
Details of business	Yes	
Terms and conditions of appointment of Independent Directors	Yes	
Composition of various committees of Board of Directors	Yes	
Code of conduct of Board of Directors and Senior Management Personnel	Yes	
Details of establishment of Vigil Mechanism / Whistle Blower Policy	Yes	
Criteria of making payments to Non-Executive Directors	Disclosed in the Annual Report for the year 2014-15, in Page No. 45.	
Policy on dealing with Related Party Transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programme imparted to Independent Directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
e-mail address for grievance redressal and other relevant details	Yes	
Financial Results	Yes	
Shareholding Pattern	Yes	
Details of agreements entered into with the media companies and or their associates	NA	
New name and old name of the listed entity	NA	
II. ANNUAL AFFIRMATIONS		
Particulars	Regulation Number	Compliance Status (Yes / No / NA)
Independent Directors have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board Composition	17(1)	Yes
Meetings of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of conduct	17(5)	Yes
Fees / compensation	17(6)	Yes
Minimum information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes

YUKEN

For YUKEN INDIA LIMITED

Sridhar

Company Secretary

Performance evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholders Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1), (2), (3) & (4)	NA
Vigil Mechanism	22	Yes
Policy for Related Party Transactions	23(1), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2) & (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted Material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiaries of listed entity	24(3), (4), (5) & (6)	Yes
Maximum directorship & tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to Code of Conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
Disclosure of shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management personnel	26(2) & 26(5)	Included in Code of Conduct
<p>Note:</p> <ol style="list-style-type: none"> 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes / No / NA. For example, if the Board has been composed in accordance with the requirements of the Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the word "NA" may be indicated. 2. If status is "No", details of non-compliance may be given here. 3. If the Listed Entity would like to provide any other information, the same may be indicated here. 		
<p>III. AFFIRMATIONS:</p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.</p> <p>For YUKEN INDIA LIMITED</p> <p></p> <p>Sridevi Chintada Company Secretary / Compliance Officer / Managing Director / CEO</p>		