

	<p align="center"><b>YUKEN INDIA LIMITED</b> An ISO 9001:2015 Company <b>Manufacturers of Oil Hydraulic Equipment</b> IN COLLABORATION WITH YUKEN KOGYO CO. LTD., JAPAN. <b>CIN: L29150KA1976PLC003017</b></p>		
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:	15/03/2022	Web:	www.yukenindia.com

### QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

**Name of the Company** : Yuken India Limited  
**Quarter ending on** : 31.03.2022

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.	Cattancoletore Padmanabhan Rangachar	PAN: ABLPR5537P DIN: 00310893	Executive	01/05/1978 Current Term: 01/05/2020	-	2	Audit Committee – 2 Stakeholder Relationship Committee – 1	Audit Committee -1
Mr.	Srinivasan	PAN:	Non-	29/06/1995	321	2	Audit	–

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	Rangarajan	ABTPS5434Q DIN: 00043658	Executive / Independent	Current Term: 03/09/2019	months		Committee – 2	
Mr.	Needamangalam Srinivasan Mohanram	PAN: AARPM8760G DIN: 02466671	Non- Executive / Independent	30/05/2005 Current Term: 03/09/2019	202 months	1	Audit Committee – 1	Audit Committee – 1
Mr.	Premchander	PAN: AESPP1752J DIN: 02278652	Non- Executive / Independent	30/05/2005 Current Term: 03/09/2019	202 months	1	Audit Committee - 1 Stakeholder Holder Relationship Committee – 1	Stakeholder Holder Committee – 1
Mrs.	Indra Prem Menon	PAN: ABWPM8498D DIN: 00121917	Non- Executive / Independent	24/09/2020	18 months	1	Audit Committee - 1	-
Mrs.	Vidya Rangachar	PAN: ABXPR5397P DIN: 02612252	Non- Executive	30/03/2015	-	1	Stakeholder Relationship Committee – 1	-
Mr.	Hideharu Nagahisa	PAN: BYYPN3457R DIN: 07913414	Non- Executive / Non- Independent	23/08/2017	-	1	-	-
Mr.	Hidemi Yasuki	PAN: NA DIN: 08494981	Non- Executive / Non- Independent	19/07/2019	-	1	-	-
Mr.	Kenichi Takaku	PAN: NA DIN: 08678898	Non- Executive / Non- Independent	09/05/2020	-	1	-	-



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## 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
	Mr. Premchander - Member	Non-Executive / Independent
	Mrs. Indra Prem Menon - Member	Non-Executive / Independent
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. C P Rangachar - Member	Executive
	Mrs. Vidya Rangachar - Member	Non-Executive/Non Independent
	Mr. H M Narasinga Rao - Special Invitee Member	NA
4. Corporate Social Responsibility Committee (Refer Note No. 2)	Dr. Premchander - Chairman	Non-Executive / Independent
	Mr. C P Rangachar - Member	Executive
	Mr. R Srinivasan - Member	Non-Executive/Non Independent
5. Risk Management Committee	Dr. Premchander - Chairman	Non-Executive / Independent
	Mr. C P Rangachar - Member	Executive
	Mr. A Venkatakrishnan - Member	NA

**Note: 1.** 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.

**Note: 2.** The Members of the CSR Committee and Board of Directors at their meeting held on 07.06.2021 approved to dissolved the CSR Commiitte for time being under the provisions of Section 135 (9) of Companies Act, 2013 and read with rules made thereunder, and takeover the functions, Roles and responsibilities of CSR Committee by Board.

**Note: 3.** With effective from 05.05.2021, the Risk Management Committee is applicable to Company.



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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)
06 <sup>th</sup> August, 2021	12 <sup>th</sup> November, 2021	97
12 <sup>th</sup> November, 2021	08 <sup>th</sup> February, 2022	87

#### IV. MEETINGS OF COMMITTEES

Name of the Committee	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	08 <sup>th</sup> February, 2022	Yes. 4 members were present	12 <sup>th</sup> November, 2021	87
Nomination & Remuneration Committee	08 <sup>th</sup> February, 2022	Yes. 3 members were present	-	-
Risk Management Committee	21 <sup>st</sup> March, 2022	Yes. 3 members were present	-	-
Stakeholder Relationship Committee	21 <sup>st</sup> March, 2022	Yes. 3 members were present	-	-

\*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



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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
  - c. Stakeholders Relationship Committee
  - d. Risk Management Committee (applicable w.e.f 05.05.2021)
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 have placed the reports pertaining to the 03<sup>rd</sup> quarter ended 31<sup>st</sup> Decemebr, 2021 before the Board in their meeting held on 08<sup>th</sup> February, 2022. We shall place this report before the Board of Directors in the ensuing Board Meeting.

For Yuken India Limited



**Vinayak Hegde**  
**Company Secretary & Compliance Officer**



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<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://www.yukenindia.com">www.yukenindia.com</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.yukenindia.com/wp-content/uploads/2015/02/Terms-Conditions-of-Appointment-of-Independent-Directors.pdf">https://www.yukenindia.com/wp-content/uploads/2015/02/Terms-Conditions-of-Appointment-of-Independent-Directors.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.yukenindia.com/wp-content/uploads/2021/04/Latest-Committees.pdf">https://www.yukenindia.com/wp-content/uploads/2021/04/Latest-Committees.pdf</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.yukenindia.com/wp-content/uploads/2016/02/Code-of-Conduct-1.pdf">https://www.yukenindia.com/wp-content/uploads/2016/02/Code-of-Conduct-1.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.yukenindia.com/wp-content/uploads/2021/04/Whistle-Blower-Policy-New.pdf">https://www.yukenindia.com/wp-content/uploads/2021/04/Whistle-Blower-Policy-New.pdf</a>
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		<a href="https://www.yukenindia.com/wp-content/uploads/2021/04/Related-Party-Transactions-Policy.pdf">https://www.yukenindia.com/wp-content/uploads/2021/04/Related-Party-Transactions-Policy.pdf</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://www.yukenindia.com/wp-content/uploads/2021/04/Policy-on-Material-Subsidiary-Companies.pdf">https://www.yukenindia.com/wp-content/uploads/2021/04/Policy-on-Material-Subsidiary-Companies.pdf</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.yukenindia.com/wp-content/uploads/2015/12/Familiarization-Programme-for-Independent-Directors.pdf">https://www.yukenindia.com/wp-content/uploads/2015/12/Familiarization-Programme-for-Independent-Directors.pdf</a>





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<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.yukenindia.com/wp-content/uploads/2021/05/Intimate-to-website.pdf">https://www.yukenindia.com/wp-content/uploads/2021/05/Intimate-to-website.pdf</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://www.yukenindia.com/wp-content/uploads/2021/05/Intimate-to-website.pdf">https://www.yukenindia.com/wp-content/uploads/2021/05/Intimate-to-website.pdf</a>
12	Financial results	Yes		<a href="https://www.yukenindia.com/report-result/">https://www.yukenindia.com/report-result/</a>
13	Shareholding pattern	Yes		<a href="https://www.yukenindia.com/shareholdingpattern/">https://www.yukenindia.com/shareholdingpattern/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://www.yukenindia.com/information-to-stock-exchange/">https://www.yukenindia.com/information-to-stock-exchange/</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://www.yukenindia.com/credit-rating/">https://www.yukenindia.com/credit-rating/</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://www.yukenindia.com/report-result/">https://www.yukenindia.com/report-result/</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://www.yukenindia.com/investors/">https://www.yukenindia.com/investors/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://www.yukenindia.com/wp-content/uploads/2016/02/Policy-for-Determination-of-Materiality-of-Events-or-Information.pdf">https://www.yukenindia.com/wp-content/uploads/2016/02/Policy-for-Determination-of-Materiality-of-Events-or-Information.pdf</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="https://www.yukenindia.com/wp-content/uploads/2021/08/Dividend-Distribution-Policy.pdf">https://www.yukenindia.com/wp-content/uploads/2021/08/Dividend-Distribution-Policy.pdf</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="http://www.yukenindia.com">www.yukenindia.com</a>



Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	





Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	



Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	



Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

