

# YUKEN INDIA LIMITED

CIN: L29150KA1976PLC003017

Regd. Office: No. 16-C, Doddanekundi Industrial Area, II Phase, Mahadevapura, Bengaluru - 560 048.  
E-mail Id: vignesh.p@yukenindia.com , Website: www.yukenindia.com. Tel: +91 97316 10341

## NOTICE

NOTICE is hereby given that the 47<sup>th</sup> Annual General Meeting ("AGM") of the members ("Members") of Yuken India Limited ("the Company") will be held on Thursday, 14<sup>th</sup> September, 2023 at 10.30 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 31<sup>st</sup> March, 2023, 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 31<sup>st</sup> March, 2023.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

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

### B. SPECIAL BUSINESS:

4. To ratify the remuneration of Cost Auditors:

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

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), remuneration of ₹1,00,000 (Rupees One Lakh only) in addition to reimbursement of all applicable taxes, travelling and out of pocket expenses, payable to M/s. Adarsh Sharma & Co., practicing Cost Accountants (Firm Registration No. 100880) who is re-appointed as a Cost Auditor

of the Company for the year 2023-24 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."

5. Approval of 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:"

Si No	Name of the Related Party	Nature of relationship	Nature of transaction	Estimated value of the transactions for the FY 2023-24 ₹in lakhs
1	Yuken Kogyo Company Ltd, Japan	Company having significant influence	Sales	990
			Purchases	4,500
			Brand fees / Royalty	150
			Other Services	360
			<b>Total</b>	<b>6,000</b>



"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: 29<sup>th</sup> May 2023

**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 outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide General Circular No. 02/2022 dated 05<sup>th</sup> May, 2022 read with General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with General Circular No.14/2020 dated 8<sup>th</sup> April, 2020, General Circular No.17/2020 dated 13<sup>th</sup> April, 2020 and General Circular 02/2021 dated 13<sup>th</sup> January, 2021 (collectively referred to as "MCA Circulars") and Circular Nos. SEBI/HO/CFD/ CMD1/ CIR/ P/2020/79 dated 12<sup>th</sup> May, 2020 and SEBI/HO/CFD/ CMD2/ CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, 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") MCA Circulars and SEBI Circulars, the 47<sup>th</sup> 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 15<sup>th</sup> 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 2022-23 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](http://www.yukenindia.com), under Investor Section, website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and website of NSE -[www.nseindia.com](http://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 47<sup>th</sup> 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 **Wednesday, 06<sup>th</sup> September, 2023** 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 **Thursday, 07<sup>th</sup> September, 2023 to Thursday, 14<sup>th</sup> September, 2023 (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 **Saturday, 09<sup>th</sup> September, 2023 at 09.00 AM (IST) and ends on Wednesday, 13<sup>th</sup> September, 2023 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 **13<sup>th</sup> September, 2023 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](mailto:scrutinizer@yukenindia.com) with a copy marked to [evoting@yukenindia.com](mailto:evoting@yukenindia.com)

kfintech.com. The scanned image of the above mentioned documents should be in the naming format “**Yuken India Limited 47<sup>th</sup> 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 **Wednesday, 06<sup>th</sup> September, 2023**. 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 w.e.f. 01<sup>st</sup> 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 31<sup>st</sup> March, 2023, 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](mailto: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:
- the change in the residential status on return to India for permanent settlement, and
  - 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 01<sup>st</sup> April, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, any Member who is desirous of transferring shares (which are held in physical form) can do so only after the shares are dematerialized. Members holding equity shares in physical form are therefore urged to have their shares dematerialized at the earliest and contact their Depository Participant for this conversion.
27. Details, pursuant to Regulation 36 of the Listing Regulations, in respect of Director seeking re-appointment at this AGM is given in the Annexure to this Notice.
28. Since the AGM is being held through VC, the route map is not attached to this Notice.

## 29. PROCEDURE FOR REMOTE E-VOTING:

In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts to access e-Voting facility.

### Login method for Individual shareholders holding securities in Demat mode is given below:

Individual shareholders holding securities in Demat mode with National Securities Depository Limited ("NSDL")	<p><b>A. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>Open <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Click on the "Beneficial Owner" icon under 'IDeAS' section.</li> <li>On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>Click on Company Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
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	<p><b>B. User not registered for IDeAS e-Services:</b></p> <ol style="list-style-type: none"> <li>1. To register, open <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile.</li> <li>2. Select “Register Online for IDeAS “Portal or click on <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Proceed with completing the required fields</li> </ol> <p><b>C. By visiting the e-Voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>1. Open <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Click on the icon “Login” which is available under ‘Shareholder/Member’ section</li> <li>3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>5. Click on Bank name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited (“CDSL”)</p>	<p><b>A. Existing user who has opted for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>1. Click at <a href="https://web.cdslindia.com/myeasinew/home/login/">https://web.cdslindia.com/myeasinew/home/login/</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>2. Click on New System Myeasi.</li> <li>3. Login with user ID and Password</li> <li>4. After successful login of Easi / Easiest, Option will be made available to reach e-voting page</li> <li>5. Click on e-voting service provider name to cast your vote</li> </ol> <p><b>B. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration/">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration/</a></li> <li>2. Proceed with completing the required fields.</li> </ol> <p><b>C. By visiting the e-Voting website of CDSL:</b></p> <ol style="list-style-type: none"> <li>1. Visit at <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>2. Provide Demat Account Number and PAN No.</li> <li>3. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> <li>4. After successful authentication, user will be provided links for the respective e-voting service provider where the e-voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in Demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>Once login, 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. Click on Bank Name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-2305 8763/ 8738/ 8542/ 8543 or Toll free no. -1800 22 55 33

**I) Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- i. Initial password is provided in the body of the e-mail.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the correct details, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. 7498.

- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at [scrutinizer@yukenindia.com](mailto:scrutinizer@yukenindia.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BFL\_EVENT No. 7498.
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin at 1800 309 4001 (toll free).

**A. Voting at e-AGM**

- i. Only those members/shareholders, who will be present in the e-AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.
- ii. Members who have voted through remote e-voting will still be eligible to attend the e-AGM.
- iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

- iv. Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 15 minutes. Members viewing the e-AGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

## B. Instructions for members for attending the e-AGM

- i. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of e-AGM provided by KFin at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and by clicking on the tab "video conference". The link for e-AGM will be available in members login, where the EVENT and the name of the Company can be selected.
- ii. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.
- iii. Further, members registered as speakers will be required to allow camera during e-AGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
- iv. Members may join the meeting using headphones for better sound clarity.
- v. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- vi. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' during the period starting from Saturday 09<sup>th</sup>, September 2023 (09.00 a.m. IST) up to Monday 12<sup>th</sup>, September, 2023 (05.00 p.m. IST). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Only questions of the members holding shares as on the cut-off date will be considered.
- vii. A video guide assisting the members attending e-AGM either as a speaker or participant is available

for quick reference at URL <https://emeetings.kfintech.com/>, under the "How It Works" tab placed on top of the page.

- viii. Members who need technical assistance before or during the e-AGM can contact KFin at [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or Helpline: 1800 309 4001.

### OTP Based Login:

Along with the User ID and Password option, shareholders can also use the "Registered Mobile with Folio" to login on the eMeeting webpage. If Mobile # is not registered with folio, you are requested to follow the instructions below.

1. For shareholders in demat mode, please reach out to your respective DP.
2. For Physical shareholders, kindly submit the ISR 1 form with the required documents with KFIN Technologies.

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16<sup>th</sup>, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Address Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.



- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

## 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, 8<sup>th</sup> September 2023 at 09.00 AM (IST) and ends on Tuesday, 12<sup>th</sup> September 2023 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, 8<sup>th</sup> September 2023 at 09.00 AM (IST) and ends on Tuesday, 12<sup>th</sup> September 2023**.
- 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](mailto: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 **11<sup>th</sup> August 2023** 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 06<sup>th</sup> September, 2023 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](mailto: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](mailto:Einward.ris@kfintech.com) or call toll free No. 1-800-3094-001 and send an email to [evoting@kfintech.com](mailto:evoting@kfintech.com) for any further clarifications.

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

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

As recommended by the Audit Committee and the Board at its meeting held on 29<sup>th</sup> May, 2023, re-appointed M/s. Adarsh Sharma & Co., (Firm Registration No. 100880) as Cost Auditors of the Company, in terms of Section 148 of the Companies Act, 2013 and fixed a sum of ₹1,00,000/- (Rupees One Lakhs Only) as remuneration payable for the financial year 2023-24, 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. 4 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. 4 of this notice.

### Item No. 5: Approval of 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 ₹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 2022-23.

The Audit Committee and Board of Directors at their meeting held on 29<sup>th</sup> May, 2023, reviewed the estimated value of the transactions on an annual basis based on expected growth plans for the financial year - 2023-24 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. 5 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:

Sl. No.	Particulars	Information														
1	Name of the related party	Yuken Kogyo Company Ltd, Japan														
2	Type, material terms and particulars of the proposed transaction	<table border="1"> <thead> <tr> <th>SI No.</th> <th>Nature of Transaction</th> <th>Material Terms</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Sales</td> <td rowspan="2">Payment/Billing to be made as per the terms and Conditions of Purchase Order 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> </tbody> </table>	SI No.	Nature of Transaction	Material Terms	1	Sales	Payment/Billing to be made as per the terms and Conditions of Purchase Order as agreed between the parties.	2	Purchases	3	Brand fees /Royalty	Payment to be made as per the terms and Conditions of Agreement agreed between the parties.	4	Other Services	Payment/Billing to be made as per the terms and conditions agreed between the parties.
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3	Brand fees /Royalty	Payment to be made as per the terms and Conditions of Agreement agreed between the parties.														
4	Other Services	Payment/Billing to be made as per the terms and conditions agreed between the parties.														
3	Nature of relationship with the Company and its subsidiary, including nature of its concern or interest	Collaborators having 40% equity Stake in the Company.														
4	Tenure of the proposed transaction	These transactions have been undertaken by the Company from time to time on a regular basis depending on the needs of business.														
5	Value of the proposed transaction;	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 2023-24 for ₹6,000 lakhs as mentioned in the respective resolution.														
6	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.	16 %														
7	Whether the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary?	Not Applicable														
8	Justification as to why the Related Party Transaction is in the interest of the Company	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.														
9	A copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable														
10	Period for which the shareholders' approval is sought	For a period of one year -01 <sup>st</sup> April, 2023 to 31 <sup>st</sup> March, 2024														

<b>Sl. No.</b>	<b>Particulars</b>	<b>Information</b>
11	Whether the transactions have been approved by the Audit Committee.	Yes. The Audit Committee has granted approval as per the prevailing legal requirements. The proposed RPTs are in accordance with the RPT Policy of the Company.
12	Any other information that may be relevant or important for the Members to make a decision on the proposed transactions.	All requisite information to enable shareholders to exercise their informed decision have been made part of this Notice.

The proposed related party transactions are in the ordinary and normal course of business and on arm's length basis and play a significant role in the Company's business operations and accordingly the Board recommends the Ordinary Resolutions set forth in item No. 5 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. on the Board of the Company.

The Members' approval is solicited for the resolutions at item No. 5 of the accompanying Notice as Ordinary Resolution.

**By order of the Board of Directors  
For Yuken India Limited**

Place: Bengaluru  
Date: 29<sup>th</sup> May 2023

**C P Rangachar**  
*Managing Director*  
(DIN: 00310893)

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

Particulars	Mr. Hidemi Yasuki
Date of Birth	02/02/1960
Date of Appointment	19/07/2019
Qualifications	Graduated in Mechanical Engineering, from Kanto Gakuin University.
Expertise	He joined Yuken Kogyo Co., Ltd Japan, R&D Department in the Year 1982. After that he designated in various roles in Yuken Kogyo., Co Ltd. from June 2017 onwards, he is a Director in Yuken Kogyo Co., Ltd.
Directorships held in other public companies	-
Membership/Chairmanship of committees of other public companies	-
No. of Board Meetings attended during the year as a Director	4 (out of Four meetings held)
Remuneration last drawn (FY 2022-23) (sitting fees and commission)	₹ 3.24 lakhs.
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.
No of shares held in the Company	-
Relationship with other Directors and Key Managerial Personnel of the Company	-