YUKEN

YUKEN INDIA LIMITED

CIN: L29150KA1976PLC003017
Regd. Office: No. 16-C, Doddanekundi Industrial Area, II Phase, Mahadevapura, Bengaluru - 560 048.
E-mail Id: suhas.hm@yukenindia.com Website: www.yukenindia.com. Tel: +91 8050756266

NOTICE

Notice is hereby given that the Forty Ninth Annual General Meeting (AGM) of the Members of Yuken India Limited (the "Company") will be held at 10:30 AM on Wednesday, the 10th day of September 2025 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following business.

Ordinary Businesses

1. To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended 31st March 2025, together with the Reports of the Board of Directors and Auditors' thereon.

2. To declare final dividend (`Rs.1.50 per share) for the financial year ended 31st March 2025

3. To Appoint a Director in place of Mr. Yoshitake Tanaka (DIN: 09686092) Director who retires by rotation and being eligible seeks re-appointment

Special Businesses

4. To re-appoint Mrs. Indra Prem Menon (DIN: 00121917), Non- Executive-Women Independent Director the Company:

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

"**Resolved that,** pursuant to the provisions of Section 149, 150, 152 and all other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) read with Schedule IV of the Companies Act, 2013, and pursuant to Regulation 16(1)(b) and Regulation 17 (1) (a) 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 Member of the Company be and is hereby accorded for the re-appointment of Mrs. Indra Prem Menon (DIN: 00121917) as an Non-Executive women Independent Director of the Company who shall hold the office for a term of 5 consecutive years from the conclusion of this Annual General Meeting and that she shall not be liable to retire by rotation."

"**RESOLVED FURTHER THAT**, any of the Directors or the Company Secretary of the Company 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. Appointment of Secretarial Auditor for a term of five years

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 Section 204 of the Companies Act 2013 ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and other applicable provisions of the Act and rules made thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any statutory modification or re-enactment(s) thereof, for the time being in force), and based upon the recommendation of Audit Committee and the Board of Directors of the Company, M/s V Sreedharan & Associates, Company Secretaries in Practice (Unique Identification No.-P1985KR14800), Bangalore be and are hereby appointed as Secretarial Auditor of the Company for a term of five (5) consecutive years from the Financial Year 2025-26 to Financial Year 2029-30, at such remuneration, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditor.

RESOLVED FURTHER THAT, the any of the Directors of the Company or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters, and things as may be considered desirable or expedient to give effect to this resolution."

6. Ratification of remuneration payable to M/s. Adarsh Sharma & Co. Cost Auditors, for the financial year 2025- 26

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

"**RESOLVED THAT**, pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), remuneration of Rs. 1,00,000 (Rupees One Lakh only) in addition to reimbursement of all applicable taxes, travelling and out of pocket expenses, payable to M/s. Adarsh Sharma & Co. Practicing Cost Accountants (Firm Registration No. 100880) who is re-appointed as a Cost Auditor of the Company for the year 2025-26 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."

By order of the Board of Directors
For Yuken India Limited

C P Rangachar
Managing Director
(DIN: 00310893)

Place: Bengaluru
Date: 28th May 2025

NOTES

1. The AGM of the Company is being conducted through video conferencing (VC) or other audio-visual means (OAVM) in compliance with General Circular No. 09/2024 dated September 19, 2024 read with General Circular Nos. 14/2020, 17/2020, 20/2020, issued by the Ministry of Corporate Affairs and read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India read with the circulars issued earlier on the subject (collectively referred to as "Circulars"), which details the procedure and manner of holding AGM through VC and provide certain relaxations from compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

2. Accordingly, soft copies of the Annual Report for the FY-2024-25 and the Notice of the Annual General meeting will be emailed to shareholders, however, the hard copy of the full annual report will be sent to those shareholders who request the same. Members whose email ID is not registered with the Company may write to csyil@yukenindia.com or einward.ris@KFintech.com for obtaining the soft copy of the Annual Report and Notice of AGM.

3. The venue of the AGM shall be deemed at the Corporate Office of the Company situated at PB No. 5, Koppathimmanahalli Village, Malur-Hosur Main Road, Malur Taluk, Kolar District – 563 160 as the meeting is being convened through video conferencing (VC) or other audio-visual means (OAVM). Accordingly, the route map of the venue is not annexed to this notice.

4. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the Special Business set out in this Notice and the relevant details pursuant to the Listing Regulations are annexed hereto.

5. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, in respect of the Director seeking re-appointment at this AGM, is annexed.

6. 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 AGM is being held in accordance with the aforesaid Circulars through VC, the facility for appointment of proxies by the Members will not be available for this AGM. Accordingly, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

7. Mr. Abhishek Bharadwaj A B - Practicing Company Secretary (Membership No. FCS 8908),has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner. After the conclusion of voting at the AGM, the Scrutiniser will submit a report after taking into account votes cast at the AGM and through remote e-voting in accordance with provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended. The consolidated results in respect of voting, along with the Scrutiniser's Report will be sent to the Stock Exchanges and will also be hosted on website of the Company.

8. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorise their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/ authorisation letter to the Scrutiniser at email id abhishek@alegal.co.in or to the Company at the email id csyil@yukenindia.com or upload on the VC portal/e-voting portal of RTA.

9. Participation of Members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

10. In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report for the FY-2024-25 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report for FY 2024-25 will be made available on the Company's website at www.yukenindia.com and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

11. Members are required to immediately inform the Company's Registrars and Transfer Agents, KFin Technologies Limited, Selenium Building, Tower – B,Plot No 31 & 32, Financial District Nanakramguda, Serilingampalle (M), Hyderabad, Telangana 50003 2in case of shares held in physical form and to the respective Depository Participants, in case of shares held in dematerialised/electronic form, the details about their email addresses, if any, so that all notices and other statutory documents which are required to be sent to the members, as per the provisions of the Act and the Listing Regulations, can be sent to their registered email addresses.

12. The business set out in the Notice will be transacted through an electronic voting system and the Company is providing the facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under note no.18. The voting facility through the electronic voting system shall be made available during the AGM and members attending the meeting through VC who have not cast their vote by remote e-voting shall be able to exercise their right during the meeting through electronic voting system.

13. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of shareholders, w.e.f. 1st April 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.

    A resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to einward.ris@KFintech.com on or before the record date. Further no tax shall be deducted on the dividend payable to a resident individual shareholder if the total amount of dividend to be received from the Company during the Financial Year 2025-26 does not exceed INR 10,000/-. Members may note that in case PAN is not updated with the Depository Participant/ RTA, the tax will be deducted at a higher rate of 20%.

14. Shareholders may note that in case the tax on said final dividend is deducted at a higher rate in absence of receipt of the aforementioned details/ documents, the option is available to shareholder to file the return of income as per the Income Tax Act, 1961 and claim an appropriate refund, if eligible.

15. The Statutory Registers and relevant documents referred to in the Notice or explanatory statement will be available electronically for inspection by the members during the AGM.

16. All documents mentioned in the Resolutions and/or Explanatory Statement are available for inspection by the Members at the Registered Office of the Company from 10:00 AM to 12:00 Noon on any working day and will also be made available at the Annual General Meeting of the Company.

17. The Notice of the AGM of the Company along with the Annual Report for the financial year 2024-25, containing inter alia Directors Report, Statement of Profit and Loss, Balance Sheet and Auditors report thereon, is being sent through electronic means to those shareholders, whose email addresses are registered with the Company/depository participants as on 14th August 2025. The Notice of the AGM along with the Annual Report for the FY 2024-25 is being made available on the Company's website www.yukenindia.com and on the website of stock exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. Detailed procedure for attending the AGM and voting through remote e-voting and e-voting at the AGM is provided in the Notice of AGM. Members want to update their details with the Company, the following procedure may be followed:

    I. REGISTRATION OF EMAIL ID FOR SHAREHOLDERS HOLDING PHYSICAL SHARES:

    The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with KFin Technologies Limited at the website https://ris.KFintech.com/clientservices/isc/isrforms.aspx. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e mail id and also upload the image of share certificate in PDF or JPEG format. (upto 1 MB). On submission of the shareholders details, an OTP will be received by the shareholder which needs to be entered in the link for verification.

    II. FOR PERMANENT EMAIL REGISTRATION FOR DEMAT SHAREHOLDERS:

    It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant

18. ELECTRONIC VOTING

Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations (as amended), and MCA Circulars dated 08th April 2020, 13th April 2020, 05th May 2020, 13th January 2021, 05th May 2022, 28th December 2022 ,25th September 2023 and 19th September 2024, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has availed the services of KFin Technologies Limited for facilitating voting through electronic means, as the authorised e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM, will be provided by KFin Technologies Limited. The instructions for shareholders for remote e-voting and joining the meeting are set out the end of the Notice.

The remote e-voting module shall be disabled by KFin Technologies Limited for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Participation in the AGM:

The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

19. Members may note that the Board at its meeting held on 28th May 2025 has recommended a final dividend of ` Rs.1.50/- per share. The record date for the purpose of final dividend for the fiscal year 2025 is 29th August 2025. The final dividend, once approved by the members in the ensuing AGM, will be paid within the statutory period of 30 days electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants/demand drafts/cheques will be sent to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialised mode) and with the Company's Registrar and Transfer Agent (RTA) (where the shares are held in physical mode) to received dividend directly into their bank account on the payout date

20. The Company is obliged to print such bank details on the dividend payment Instruments as furnished by the DP and the Company cannot entertain any request for deletion/ change of bank details already printed on the dividend payment Instruments based on the information received from the concerned DPs, without confirmation from them. In this regard, Members are advised to contact their DPs and furnish them with the particulars of any change desired, if not already provided.

21. In terms of the IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the Financial Year 2017, 2018, 2019, 2020, 2021, 2022 ,2023 and 2024 as on the date of the last AGM held on 05th September 2024 on the website of the IEPF viz.www.iepf.gov.in and under Investors' section on the website of the Company www.tdps.co.in under Unclaimed/ Unpaid Dividend.

22. Members who have not encashed their dividend instruments are advised to write to the Company or Registrar and Share Transfer Agents of the Company, immediately claiming dividends declared by the Company. Members are also requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which the dividend remains unclaimed for seven consecutive years shall be transferred to IEPF as per Section 124 of the Act, read with applicable IEPF rules

23. Members may note that in accordance with SEBI Circular No. SEBI/HO/OIAE/OIAE_ IAD-1/P/CIR/2023/131 dated July 31, 2023, the Company is registered on the SMART ODR Portal (Securities Market Approach for Resolution through Online Disputes Resolution Portal). This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution Institutions for addressing complaints. Post exhausting the option to resolve their grievances with the Company and RTA directly and through the existing SCORES platform, Members can initiate dispute resolution through the ODR Portal. Members can access the SMART ODR Portal via the following link: https://smartodr. in/login. Members may feel free to utilize this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company & RTA.

24. Members are requested to address all correspondence including dividend related correspondence, to the Registrar and Share Transfer Agents, (RTA) KFin Technologies Limited, Selenium Building, Tower – B, Plot No 31 & 32, Financial District Nanakramguda, Serilingampalle (M), Hyderabad, Telangana 500032, Phone: + 18003094001. Members must quote their Folio Number/DP ID & Client ID and contact details such as e-mail address, contact no. etc., in all correspondences with the Company/RTA.

25. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the security market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN detail to the Registrar and Share Transfer Agents, KFin Technologies Limited, Selenium Building, Tower – B, Plot No 31 & 32, Financial District Nanakramguda, Serilingampalle (M), Hyderabad, Telangana 500032, Phone: + 18003094001.

26. Effective 01st April 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Contact Details (iii) Mobile Number (iv) Bank Account Details and (v) Signature], shall be eligible to get dividend only in electronic mode. Accordingly, payment of the final dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by writing to the Company's RTA, KFin Technologies Limited at email Id: einward.ris@KFintech.com.

27. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of Company at www.yukenindia.com and on the website of the Company's Registrar and Transfer Agents at https://ris.KFintech.com/clientservices/isc/isrforms.aspx.

28. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Shareholders holding shares in physical form may file a nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant of the Shareholders.

29. Item No. 3 - Additional Information on Directors Retiring by Rotation:

[Information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards)]

Name of the Director	Mr. Yoshitake Tanaka
DIN	09686092
Date of Birth	20th February 1978
Date of appointment on the Board	20th September 2024
Shares held as on 31st March 2025	Nil
Qualifications	Management Business Administration
Expertise in specific functional areas	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.
Terms and Conditions of re-appointment	NA
Details of Remuneration sought to be paid	NA

Remuneration last drawn	Please refer to Directors Remuneration Section Corporate Governance Report
Number of Meetings of the Board attended	5 (out of Five meetings held)
Name of listed entities from which the person has resigned in the past three years	NA
Directorships (except of Foreign Companies to be mentioned	NA
Membership / Chairmanship of all Committees of other Boards	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NA

In this Notice and Annexure thereto, the terms "Shareholders" and "Members" are used interchangeably.

By order of the Board of Directors
For Yuken India Limited

C P Rangachar
Managing Director
(DIN: 00310893)

Place: Bengaluru
Date: 28th May 2025

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO:04

The Members of the Company, at their 45th (Forty Fifth) Annual General Meeting (AGM) had appointed Mrs. Indra Prem Menon [Director Identification Number: 00121917) as an "Non-Executive Women Independent Director" of the Company for a term up to 24Th September 2025 pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder, read with Schedule IV to the Act.

Mrs. Indra Prem Menon holds a Bachelor's degree in Liberal Arts from Mount Carmel College and a Law degree from Madras Law College. She serves as the Chairperson and Managing Director of Senapathy Whiteley Pvt. Ltd., a pioneering company in India specializing in the manufacture of pressboards and press paper for electrical insulation, as well as filter paper for automotive and industrial applications.

The Board, during its performance evaluation, expressed appreciation for Mrs. Indra Prem Menon's valuable contributions to Board deliberations. The Board acknowledged that her strong leadership qualities and extensive industrial experience would continue to be of significant benefit to the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has, subject to the approval of the shareholders, approved the re-appointment of Mrs. Indra Prem Menon as an Non Executive Women Director for a further term of five (5) years, effective from the 25th September 2025.

Mrs. Indra Prem Menon satisfies the criteria for independence as specified in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Members are, therefore, requested to grant their approval by way of a Special Resolution for the re-appointment of Mrs. Indra Prem Menon as an "Independent Director" of the Company to hold office for a further term of 5 (Five) years, from 25th September 2025, not liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution. The Board recommends the Special Resolution set forth in Item No. 4 for approval of the Members.

ITEM NO:05

The Securities and Exchange Board of India ('SEBI') has amended the Listing Regulations with effect from 12th December 2024, by which every Listed Entity and its Material Unlisted Subsidiary incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and their appointment shall be recommended by the Board for approval by the Shareholders. The appointment of an individual as Secretarial Auditor shall not be for more than one term of five consecutive years or a Secretarial Audit Firm as Secretarial Auditor for not more than two terms of five consecutive years each, with the approval of the Shareholders in the Annual General Meeting.

In line with the SEBI notification, the Board, subject to the approval of the Shareholders, proposes to appoint M/s. V Sreedharan & Associates, as Secretarial Auditor of the Company from the conclusion of 25th AGM till the conclusion of 30th AGM, to carry out the Secretarial Audit for a period of five consecutive financial years i.e., from FY 2025-26 to FY 2029-30, as set out at Item No.5 of the accompanying Notice.

Brief Profile:

M/s. V Sreedharan & Associates, Company Secretaries, is registered with the Institute of Company Secretaries of India (ICSI) and the partners of the firm has overall experience of more than 30 years in professional practice and have expertise in handling various matters pertaining to listed / unlisted companies including that of Secretarial Audit.

Confirmation and Disclosures:

- they meet the criteria of independence and that they are eligible for appointment as Secretarial Auditor.
- they are not disqualified for appointment as per the Companies Secretaries Act, 1980 and rules & regulations made thereunder and the Auditing Standards issued by ICSI.
- they have further confirmed that the proposed appointment is within the limits laid down by ICSI and that they do not have any conflict of interest in providing the services of Secretarial Audit, to the Company in terms of the ICSI Auditing Standard on Audit Engagement
- The firm is a Peer Reviewed firm bearing Registration Certificate No: 5543/2024 which is valid till March 31, 2029. M/s. V Sreedharan and Associates, have provided their consent and eligibility certificate, to the effect that their appointment as Secretarial Auditor, if made, would be in accordance with the requirements of the Act and the Listing Regulations.

Terms and conditions of the proposed appointment:

M/s. V Sreedharan & Associates, Company Secretaries, will be paid Audit Fee of ` 3 Lacs, plus applicable taxes, apart from reimbursement of out-of-pocket expenses, as may be mutually agreed to between the Board of Directors of the Company and the Secretarial Auditor. Further, the Company may avail such other services from M/s. V Sreedharan & Associates, Company Secretaries, as are permitted under applicable rules / regulations, on such terms & conditions including the fees payable for availing such services, as may be agreed to between the Company and the Secretarial Auditor.

Rationale for the appointment:

The Board has assessed the veracity of the declarations and other certificates furnished by M/s. V Sreedharan & Associates, Company Secretaries and considering their experience, capability, the clientele it serves and its technical expertise, and based on the recommendations of the Audit Committee, has opined that M/s. V Sreedharan & Associates, Company Secretaries, fulfil the conditions / criteria for their appointment as Secretarial Auditor of the Company and accordingly, recommends the said appointment to the Shareholders, for their approval.

Disclosure of Interest

None of the Directors, Key Managerial Personnel, of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the accompanying Notice.

ITEM NO:06

As recommended by the Audit Committee and the Board at its meeting held on 23rd May, 2025, re-appointed M/s. Adarsh Sharma & Co., (Firm Registration No. 100880) as Cost Auditors of the Company, in terms of Section 148 of the Companies Act, 2013 and fixed a sum of Rs. 1,00,000/- (Rupees One Lakhs Only) as remuneration payable for the financial year 2025-26, 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. 6 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. 6 of this notice.

By order of the Board of Directors
For Yuken India Limited

C P Rangachar
Managing Director
(DIN:00310893)

Place: Bengaluru
Date: 28th May 2025

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS.

Profile/ Expertise in specific functional Areas/ Experience/ Qualifications:	Mrs. Indra Prem Menon holds a Bachelor's degree in Liberal Arts from Mount Carmel College and a Law degree from Madras Law College. She serves as the Chairperson and Managing Director of Senapathy Whiteley Pvt. Ltd., a pioneering company in India specializing in the manufacture of pressboards and press paper for electrical insulation, as well as filter paper for automotive and industrial applications.
Date of first appointment on Board	Mrs. Indra Prem Menon was appointed as an Non-Executive Women Independent Director of the Company by the shareholders at 45th AGM of the Company w.e.f..24th September 2020
Last drawn remuneration	Please refer to the Corporate Governance Section of the Annual Report
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	NIL
Listed entities from which the person has resigned in the past three years	NIL
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner.	NIL
Terms and conditions of appointment/re-appointment:	As per the resolutions of this notice read with the explanatory statement thereto.
Skills and capabilities required for the role and the manner in which Mr. Rahul meets such requirements:	Refer explanatory statement
Remuneration proposed to be paid:	The remuneration in the form of sitting fees and for attending Board and Committees meetings as determined by the Board from time to time and Commission on net profit. She will be entitled to reimbursement of expenses in connection with participation in the meetings of the Company.
Relationship with other directors and key managerial personnel:	Not related to any of the directors and key managerial personnel of the Company.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

The Company has availed the services of KFin Technologies Limited ("KFin") for conducting the AGM through VC/OAVM and enabling participation of shareholders at the meeting thereto and for providing services of remote e-voting and e-voting during the AGM (Insta Poll).

a) Any person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on Wednesday, September 03, 2025, only shall be entitled to avail the facility of remote e-voting. The remote e-voting period commences on Friday, September 05, 2025 at 9:00 a.m. IST and ends on Tuesday, September 09, 2025 at 5:00 p.m. IST. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she/it shall not be allowed to change it subsequently.

b) The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

c) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its shareholders in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with KFin for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a shareholder using remote e-voting as well as the e-voting system on the date of the AGM will be provided by KFin.

d) In order to increase the efficiency of the voting process, and pursuant to the SEBI Circular No. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated 9 December 2020, the demat account holders, are provided a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders will now be able to cast their vote without having to register again with the E-voting Service Providers ("ESPs"), thereby facilitating seamless authentication and convenience of participating in e-voting process.

e) Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at csyil@yukenindia.com between Monday, 01st September 2025 (9.00 a.m. IST) and Monday, 08th September 2025 (5.00 p.m. IST). Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

The procedure for remote e-voting is as under:

A. The detailed process and manner for remote e-voting for individual shareholders holding securities in Demat mode are explained herein below:

Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website http://www.cdslindia.com and click on login icon & New System Myeasi Tab.

	2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all ESPs, so that the user can visit the ESPs' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all ESPs.
Individual Shareholders holding securities in Demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-Voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.

	3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. 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. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company 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 or joining virtual meeting and voting during the meeting. NSDL Mobile App is available on App Store Google Play
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful 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 company 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 or joining virtual meeting and voting during the meeting.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000.

B. Login method for e-voting and joining virtual meetings for shareholders holding shares in physical mode and non- individual shareholders holding shares in demat form:

i. Shareholders should log on to the e-voting website: https://evoting.KFintech.com.

- Enter the login credentials i.e., user id and password mentioned below:

  For Members holding shares in Demat Form :-

  a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID

  b) For CDSL: 16 digits beneficiary ID

- For Members holding shares in Physical Form:

  - **Event no. i.e. 9034** followed by Folio Number registered with the Company.

  - **Password:** If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. If you are using KFin's e-Voting system for the first time, you will need to retrieve the 'initial password' communicated to you by e-mail. Shareholders who have not registered their email addresses can follow the steps provided at serial no xiii below to obtain the User ID and password.

  - **Captcha:** Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

ii. After entering the details appropriately, click on LOGIN.

iii. In case you are retrieving and using your 'initial password', you need to enter the 'initial password' and the system will force you to change your password. Once you reach the Password change menu you will be 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. The system will prompt you to change your password and update any contact details like mobile, e-mail etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

You need to login again with the new credentials.

iv. On successful login, the system will prompt you to select the EVENT i.e. **9034**.

v. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/ dissenting to the Resolution, then enter all shares and click "FOR"/" AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option "ABSTAIN" in case you wish to abstain from voting. If you do not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

vi. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.

vii. Cast your vote 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.

viii. During the voting period, shareholders can login any number of times till they have voted on the resolution.

ix. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.

x. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cutoff date.

xi. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e., 03rd September 2025, may obtain the User ID and password in the manner as mentioned below:

If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may:

a) Send SMS: MYEPWD <space>

E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL :

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

b) On the home page of https://evoting. KFintech.com, click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of https://evoting.KFintech.com or contact KFin Technologies Ltd. at 1800 309 4001 (toll free). It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

Information at a glace

Particulars	Details
Time and date of AGM	10th September 2025|10:30 AM IST
Mode	Video conference and other audio-visual means
Cut-off date for e-voting	Wednesday, 03rd September 2025
Record date for dividend	Friday 29th August 2025
E-voting start time and date	Friday, 05th September 2025 9:00 AM IST
E-voting end time and date	Tuesday, 09th September 2025 5:00 PM IST
Speaker Registration	Between Monday, 01st September 2025 to Monday, 08th September , 2025
Name, address and contact details of e-voting service provider	**Contact Name:** Prem Kumar Maruturi Senior Manager KFin Technologies Limited, Unit: Yuken India Limited Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032 **Contact details:** Email ID: einward.ris@KFintech.com; Contact number: 1800-309-4001
Name, address and contact details of Registrar and Transfer Agent	Prem Kumar Maruturi Senior Manager KFin Technologies Limited, Unit: Yuken Inida Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032 **Contact details:** Email ID: einward.ris@KFintech.com; Contact number: 1800-309-4001Email ID: einward.ris@KFintech.com