



YUKEN INDIA LIMITED

CIN: L29150KA1976PLC003017

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

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Code of Conduct for Directors & Senior Management Personnel

(Under Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015)

Approved by the Board of Directors at their meeting held on February 13, 2026



1. Purpose of the Policy

Yuken India Limited (“Company”) is governed, inter alia, by the provisions of the Companies Act, 2013, applicable rules notified thereunder (“Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”).

The Board of Directors (“Board”) of the Company has adopted this code of conduct for Board of Directors and Senior Management Personnel (“**Code of Conduct**”) in accordance with the provisions of Regulation 17(5) of the Listing Regulations.

2. Applicability

This Code of Conduct is applicable to the Directors and the Senior Management Personnel of the Company.

They must adhere to the highest ethical and integrity standards and work to the best of their ability and judgement. They must carry out their responsibilities with due care, diligence, dignity, honesty, and integrity, and they must adhere to the highest standards of ethical conduct and integrity while working to the best of their ability and judgement.

Apart from this Code of Conduct, the Independent Directors shall abide by the Code for Independent Directors as prescribed under the Companies Act, 2013, as amended, and the Listing Regulations, as amended from time to time. The same is annexed to this Code as Annexure A.

3. Definitions

- a) "Board of Directors" or "Board" means the Board of Directors of Yuken India Limited.
- b) "Code of Conduct" means this Code of Conduct for Directors and Senior Management Personnel.
- c) "Company" means Yuken India Limited.
- d) "Directors" means Directors of the Company for the time being occupying the position as such.

- e) "Independent Directors" means a director referred to in Section 149(6) of the Companies Act, 2013 read together with Regulation 16 of the Listing Regulations.
 - f) "Senior Management Personnel" shall mean the officers and personnel of the Company who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole-Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called, and the Company Secretary and the Chief Financial Officer.
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4. Guidelines

The Directors and Senior Management Personnel must act in good faith and in such manner as they reasonably believe to be in the best interests of the Company. They are also expected to:

- a. comply with all applicable laws, regulations, confidentiality obligations and other corporate policies of the Company.
 - b. follow all policies, procedures and internal control systems of the Company; and
 - c. act honestly, in good faith and in the best interests of the Company.
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5. Honesty & Integrity

All the Directors and Senior Management Personnel of the Company shall conduct their activities on behalf of the Company and on their own behalf with honesty, integrity and fairness. They shall act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated, and shall fulfil their fiduciary obligations in the best interests of the Company.

6. Conflict of Interest

The Directors and Senior Management Personnel of the Company should not enter into any transaction or engage in any practice, directly or indirectly, that would tend to influence them to act in any manner other than in the best interests of the Company. They shall not exploit for personal gain opportunities discovered through the use of Company property, information or position, unless such opportunity is first disclosed in writing to the Board of Directors and approved. Full disclosure shall be made to the Board of any actual or potential conflict of interest.

7. Company Property

Every Director and Senior Management Personnel shall endeavour to ensure that the Company's assets, proprietary information and resources are used only for legitimate business purposes and not for personal gain.

8. Confidential Information

The Directors and Senior Management Personnel shall maintain confidentiality of information received or acquired during the course of their association with the Company, except where disclosure is authorized or legally mandated. This obligation shall continue even after cessation of their association with the Company, unless such information becomes public.

9. Fair Dealing

The Directors and Senior Management Personnel shall endeavour to deal fairly and shall not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair practice.

10. Compliance with laws and Regulations

The Directors and Senior Management Personnel shall comply with all applicable laws, rules and regulations. Any knowledge of material violation of laws or regulations shall be promptly reported to the Chairman of the Audit Committee.

11. Insider Trading

No Director or Senior Management Personnel shall derive any benefit or assist others to derive benefit from unpublished price sensitive information. All such persons shall comply with the Code for Prevention of Insider Trading of the Company and shall obtain prior approval from the Compliance Officer wherever required.

12. Duties of Directors

Every Director shall endeavour to comply with the provisions of Section 166 of the Companies Act, 2013. Independent Directors shall additionally comply with Schedule IV of the Companies Act, 2013 and the Listing Regulations.

13. Affirmations

All Directors and Senior Management Personnel shall affirm compliance with this Code on an annual basis. Such affirmation shall form part of the Corporate Governance Report in the Annual Report of the Company.

14. Non- Compliance

Any suspected violation of this Code shall be reported to the Chairman of the Board or the Chairman of the Audit Committee. Violations shall be investigated and any waiver of this Code shall be approved by the Board and disclosed as required by law.

15. Disclosure

This Code shall be disclosed on the website of the Company.

16. Amendment

Any amendment to this Code shall be made with the approval of the Board of Directors of the Company. In case of any inconsistency with statutory provisions or regulatory amendments, such provisions shall prevail and this Code shall stand amended accordingly.

ANNEXURE A

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

I. Guidelines of professional conduct:

An independent director shall:

- a) uphold ethical standards of integrity and probity;
 - b) act objectively and constructively while exercising his duties;
 - c) exercise his responsibilities in a *bona fide* manner in the interest of the company
 - d) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
 - e) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
 - f) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
 - g) refrain from any action that would lead to loss of his independence;
 - h) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
 - i) assist the company in implementing the best corporate governance practices.
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II. Role and functions

The independent directors shall:

- a) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- b) bring an objective view in the evaluation of the performance of board and management;
- c) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;

- d) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
 - e) safeguard the interests of all stakeholders, particularly the minority shareholders;
 - f) balance the conflicting interest of the stakeholders;
 - g) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
 - h) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.
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III. Duties

The independent directors shall

- a) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- b) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company
- c) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- d) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- e) strive to attend the general meetings of the company
- f) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting
- g) keep themselves well informed about the company and the external environment in which it operates;
- h) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- i) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company
- j) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use
- k) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- l) act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees

m) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.



Annual Affirmation
(For Directors and members of Senior Management)

I hereby certify that:

1. I am a Director / member of Senior Management of Yuken India Limited;
2. I have received, read and understood the Code of Conduct for Directors and Senior Management Personnel of the Company;
3. I agree to comply with the said Code;
4. I am not aware of any non-compliance with this Code.

Signature:

Name:

Designation:

Date: