



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

RELATED PARTY TRANSACTIONS POLICY

(Under Regulation 23 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”).

In accordance with Regulation 23 of the Listing Regulations, every listed company is required to formulate a Policy on the materiality of Related Party Transactions and the process of dealing with such transactions.

This Policy has accordingly been adopted by the Company.

The objective of this Policy is to ensure proper governance, transparency and compliance in all Related Party Transactions (“RPTs”) undertaken by the Company.

2. Definitions

All capitalized terms used in this Policy but not defined herein shall have the meanings as assigned to them under the Act and Listing Regulations.

A. Arm’s Length Transaction

A transaction between two Related Parties conducted as if they were unrelated, ensuring no conflict of interest and market-based commercial terms.

B. Material Related Party Transaction-

As defined under Schedule XII of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

C. Material Modification

Any subsequent variation to an existing RPT with a deviation of 20% of the originally approved limit or ₹1 Crores, whichever is lower.

D. Ordinary Course of Business

Activities or transactions that are normal, regular and customary to the business operations of the Company and are permitted under its Memorandum and Articles of Association.

E. Related Party

“Related party”, with reference to a company, means—

- i. A director or his relative.
- ii. Key managerial personnel or his relative.
- iii. A firm, in which a director, manager or his relative is a partner.
- iv. A private company in which a director or manager or his relative is a member or director.

- v. A public company in which a director or manager is a director and holds along with his relatives, more than two per cent of its paid-up share capital.
- vi. Anybody corporate whose board of directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager.
- vii. Any person on whose advice, directions or instructions a director or manager is accustomed to act except advice, directions or instructions given in a professional capacity
- viii. Anybody corporate which is
 - a. a holding, subsidiary or an associate company of such company
 - b. A subsidiary of a holding company to which it is also a subsidiary; or
 - c. An investing company or the venturer of a company (for the purpose of this clause, “the investing company or the venturer of a company” means a body corporate whose investment in the company would result in the company becoming an associate company of the body corpora)
- ix. Any person or entity forming a part of the promoter or promoter group of the listed entity
- x. Any person or any entity, holding equity shares of ten per cent or more.

F. Related party transactions

As defined under clause (zb) of Regulation 2 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the transactions covered under Section 188 of the Companies Act, 2013.

3. Identification of Related Parties and Related Party Transactions

- A. Every Promoter, Director, Key Managerial Personnel (KMP) of the Company and its subsidiaries/joint ventures shall:
- a. At the time of appointment.
 - b. Periodically as required by the Company or applicable law.
 - c. On any change in previously submitted information.

submit a disclosure of their Relatives and any entities in which they hold interest (direct or indirect), including companies, firms, or associations of individuals.

- B. Additional information relating to any proposed RPT shall be provided by such individuals as and when requested by the Board and/or Audit Committee.
-

4. Review and Approval of Related Party Transactions

A. Audit Committee Approval

- I. All identified Related Party Transactions (including Material Modifications) shall require prior approval of the Audit Committee.

- II. The Audit Committee shall evaluate all relevant information including nature, terms, pricing, business rationale and potential conflict of interest before granting approval.
 - III. A member of the Audit Committee having an interest in a transaction shall **recuse** from discussion and voting.
 - IV. RPTs that are:
 - not in the ordinary course of business, or
 - not on an arm's length basis,shall also be placed before the Board and/or Shareholders, as applicable.
 - V. **Omnibus approval** may be granted for repetitive RPTs subject to conditions prescribed under the Act, Listing Regulations, and this Policy. Such approvals shall remain valid for one year, after which fresh approval will be required.
 - VI. The Audit Committee shall review quarterly all RPTs entered into pursuant to omnibus approval.
 - VII. Any RPT not previously approved may be ratified by the Audit Committee, Board, or Shareholders as applicable.
 - VIII. The Audit Committee shall also approve transactions of subsidiaries crossing thresholds specified under the Listing Regulations.
-

B. Board of Directors Approval

If an RPT is:

- Not in the ordinary course of business, or
- Not at arm's length,

the Board shall review such transaction considering its commercial justification, pricing, terms, and overall impact on the Company.

Interested Directors shall abstain from voting on the matter.

C. Shareholders' Approval

- I. Shareholder approval shall be required for:
 - Material Related Party Transactions under the Listing Regulations, or
 - Any RPT exceeding thresholds prescribed under the Act and not at arm's length or not in ordinary course of business.

- II. All **Related Parties** shall abstain from voting on such resolutions, irrespective of their interest in the transaction.
- III. Shareholder approval shall not be required for transactions between:
 - The Company and its wholly-owned subsidiaries, or
 - Between two wholly-owned subsidiaries,

provided such transactions are consolidated with the holding company and placed before shareholders for approval.

5. Reporting of Related Party Transactions

- a. All contracts requiring approval of the Board or Shareholders shall be disclosed in the Board's Report with necessary justification.
 - b. RPT disclosures shall be made to Stock Exchanges and in public documents as required under the Act / Listing Regulations.
 - c. This Policy shall be uploaded on the Company's website and a web-link shall be provided in the Annual Report.
-

6. Review, Amendment and Interpretation

- a. In case of any inconsistency between this Policy and applicable laws, the provisions of applicable laws shall prevail.
 - b. Any amendment to statutory provisions shall automatically apply to this Policy.
 - c. The Board of Directors shall review this Policy periodically (at least once in three years) based on the recommendation of the Audit Committee and may amend it as deemed necessary.
-