

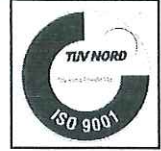
YUKEN INDIA LIMITED

An ISO 9001:2008 Company

Manufacturers of Oil Hydraulic Equipment

IN COLLABORATION WITH YUKEN KOGYO CO. LTD., JAPAN.

CIN: L29150KA1976PLC003017



Regd. Office:	No. 16-C, Doddanekundi Industrial Area, II Phase, Mahadevapura, Bangalore – 560 048.	Factory:	PB No. 5, Koppathimmanahalli Village, Malur-Hosur Main Road, Malur Taluk, Kolar District – 563 130.
Phone & Fax:	080-41163217	Phone & Fax :	+91 9845191995
Our Ref No:	YIL/Sec/2017	E-mail:	hmn_rao@yukenindia.com
Date:	10 th August, 2017	Web:	www.yukenindia.com

The General Manager,
Listing Compliance & Legal Regulatory,
BSE Limited, PJ Towers, Dalal Street,
Mumbai – 400001.

Dear Sir,

Sub: Notice of 41st Annual General Meeting, Book Closure and E-Voting

Please take note that the 41st Annual General Meeting of the Company is scheduled to be held on Tuesday, the 05th September, 2017 at 10.00 am at Woodlands Hotel Pvt. Ltd., No. 5, Raja Ram Mohan Roy Road, Bangalore – 560025.

Please be informed that the cut-off date will be 31st August, 2017 and Register of Members and Share Transfer Books of the Company will remain closed from 1st September, 2017 to 05th September, 2017 (both days inclusive) for the purpose of AGM and declaration of dividend if any, at the ensuing AGM. The Company agrees to ensure that the time gap between two book closures and record dates would be atleast 30 days.

E-voting shall commence on 02nd September, 2017 at 09.00 am and will end on 04th September, 2017 at 05.00 pm.

The Company undertakes that the securities pending / lodged for transfer will be transferred and dispatched within a month from the date of receipt.

AGM Notice is enclosed herewith.

Thanking you,
Yours faithfully,

(Sridevi Ch)
Company Secretary



Copy to:
Ahmedabad Stock Exchange Limited

YUKEN

Notice

NOTICE is hereby given that the Forty First Annual General Meeting of the members of Yuken India Limited will be held at Woodlands Hotel Pvt. Ltd., No. 5, Raja Ram Mohan Roy Road, Bangalore - 560025 on Tuesday, the 05th September, 2017 at 10.00 AM to transact the following business:

A. ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet of the Company as at March 31, 2017, the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Mrs. Vidya Rangachar (DIN: 02612252) who retires by rotation at this meeting and being eligible, offers herself for re-appointment.
4. To appoint M/s. Walker Chandiook & Co. LLP., Chartered Accountants, as Auditors for a period of 5 (five) years and to fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions, if any of the Companies Act, 2013 and their corresponding rules, and pursuant to the recommendations made by the Audit Committee and of the Board of Directors of the Company, M/s. Walker Chandiook & Co. LLP., Chartered Accountants, (Registration No. 001076N/N500013) who have offered themselves for appointment and have confirmed their eligibility under the relevant provisions of Chapter X of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, be and are hereby appointed as Statutory Auditors of the Company who shall hold office until the conclusion of Forty Sixth Annual General Meeting of the Company to be held in the year 2022, and the Board of Directors be authorized to fix their remuneration for the year ending 31st March, 2018."

B. SPECIAL BUSINESS:

5. 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 provisions of Section 148(3)

of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee, the remuneration, as approved by the Board of Directors and set out in the Explanatory Statement annexed to the Notice, payable to M/s. Adarsh Sharma & Co., Cost Accountants (Firm Registration No. 100880) appointed by the Board of Directors of the Company to conduct audit of cost records of the Company for the year ending 31st March, 2018, be and is hereby ratified."

6. To appoint Mr. Hideharu Nagahisa as a Director of the Company

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

"RESOLVED THAT Mr. Hideharu Nagahisa in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

7. To appoint Mr. Koichi Oba as a Director of the Company

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

"RESOLVED THAT Mr. Koichi Oba in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

Registered Office:

No. 16-C,
Doddanekundi Industrial Area,
II Phase, Mahadevapura,
Bangalore - 560 048.
Place: Bangalore
Date: 29th July, 2017

By order of the Board

C P Rangachar
Managing Director

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself/herself and such proxy need not be a member of the Company. The instrument appointing proxy in order to be effective should be lodged at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, the 01st September, 2017 to Tuesday, the 05th September, 2017 (both days inclusive) for determining the names of members eligible for dividend on equity shares, if declared at the meeting.
3. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 15 days in advance from the date fixed for the Annual General Meeting to enable the Management to keep the information ready.
4. Members are requested to intimate to the Company changes, if any, in their registered addresses at an early date.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
7. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend through ECS. In case of any change in the bank particulars, kindly contact the respective depository accounts for effecting the changes.
8. Under section 124(5) of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of 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 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 a 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 shares liable for transfer in the name of IEPF Authority.

9. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days between 11.00 am and 1.00 pm up to the date of the meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic format, therefore, are requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Karvy.
11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address to facilitate easy and faster dispatch of all communications including Annual Report, Notices, Circulars, etc., from the Company electronically.
12. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing the members facility to exercise their right to vote at the 41st Annual General Meeting by electronic means through e-voting services provided by Karvy Computershare Pvt. Ltd. Members whose names appear in the Register of Members as on 31st August, 2017 i.e., the date prior to the commencement of Book Closure are entitled to vote on the Resolutions set forth in this Notice.

PROCEDURE FOR E-VOTING

1. In case of member receives an e-mail from Karvy [applicable to members whose e-mail IDs are registered with the Company / Depository Participant(s)]
 - (i) The said e-mail contains your user ID and Password / PIN for e-voting. Please note that the password is an initial password.
 - (ii) To use the following URL for remote e-voting: <https://evoting.karvy.com>
 - (iii) Enter the login credentials (please refer to the user id and initial password mentioned in the Attendance

Slip / via e-mail forwarded through electronic notice.)

User –ID	For Shareholder(s)/Beneficial Owner(s) Holding Shares in Demat Form:- For NSDL:- 8 characters DP ID followed by 8 Digits Client ID For CDSL:- 16 Digits Beneficiary ID For Members holding shares in Physical Form:- Folio Number registered with the Company
Password	Your unique password is printed on the AGM Attendance slip / via e-mail forwarded through the electronic notice.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

(iv) After entering the details appropriately, click on LOGIN.

(v) You will reach the Password change menu wherein you are required to mandatorily change your password. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *,#,@ etc.). Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, e-mail ID 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.

(vi) You need to login again with the new credentials.

(vii) On successful login, system will prompt you to select the "EVEN" (E-voting Event Number) i.e., Yuken India Limited (the number is provided in the Attendance Slip / via e-mail forwarded through the electronic notice). However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your vote.

(viii) On the voting page, you will see Resolution Description against the same and enter the number of shares as on the cut-off date 31st August, 2017 under FOR/AGAINST or alternately you may enter partially any number FOR and partially AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.

(ix) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote click on "CANCEL" and accordingly modify your vote.

(x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xi) Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send the scanned copy (PDF format) of the relevant Board Resolution/ Authority letter etc., together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@yukenindia.com or evoting@yukenindia.com with a copy to evoting@karvy.com.

2. In case a member receives physical copy of the notice of AGM (applicable to members whose e-mail IDs are not registered with the Company / Depository Participant(s) are requesting physical copy)

(i) Enter the login credentials (please refer to the user id and initial password mentioned in the attendance slip of the AGM).

(ii) Please follow all steps from Sl.No.1 (i) to (xi) above, to cast vote.

3. The e-voting period commences on 02nd September, 2017 at 9.00 am and will end at 5.00 pm on 04th September, 2017. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 31st August, 2017, may cast their vote electronically. The e-voting module will be disabled on 04th September, 2017 at 5.00 pm.

Other Instructions:

(i) 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 "downloads" section of <https://evoting.karvy.com>.

- (ii) If you are already registered with Karvy Computershare Pvt. Ltd. for e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - (iii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communications.
 - (iv) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 31st August 2017.
 - (v) Mr. Abhishek Bharadwaj A B, Practicing Company Secretary (Membership No. FCS 8908) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - (vi) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - (vii) The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.yukenindia.com and on the website of Karvy Computershare Pvt. Ltd. within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
13. Electronic copy of the Notice of the 41st Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail Ids are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

Statement under section 102 of the Companies Act, 2013 relating to Special Business mentioned in the Notice convening the 41st Annual General Meeting:

Item No. 5: Remuneration to Cost Auditors:

The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. Adarsh Sharma & Co., as the Cost Auditors of the Company to conduct cost audit in respect of Valves, Pumps and Power Packs manufactured by the Company for the year ending 31st March, 2018 at a remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand Only) excluding applicable taxes and out-of-pocket expenses.

In accordance with the provisions of section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is interested in this Resolution.

Item No. 6: To appoint Mr. Hideharu Nagahisa as a Director of the Company

The Company has received a representation from Yuken Kogyo Company Limited, Japan to appoint Mr. Hideharu Nagahisa as a Director in place of Mr. Osamu Tanaka, whose nomination was withdrawn due to his retirement. The Company has received requisite notice from a member under section 160 of the Companies Act, 2013 proposing the candidature of Mr. Hideharu Nagahisa for appointing him as a Director.

The detailed profile of Mr. Hideharu Nagahisa is included in this Notice.

Item No. 7: To appoint Mr. Koichi Oba as a Director of the Company

The Company has received a representation from Yuken Kogyo Company Limited, Japan to appoint Mr. Koichi Oba as a Director in place of Mr. Shiro Hattori, whose nomination was withdrawn due to his retirement. The Company has received requisite notice from a member under section 160 of the Companies Act, 2013 proposing the candidature of Mr. Koichi Oba for appointing him as a Director.

The detailed profile of Mr. Koichi Oba is included in this Notice.

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

Particulars	Mrs. Vidya Rangachar	Mr. Hideharu Nagahisa	Mr. Koichi Oba
Date of Birth	10/10/1947	04/02/1955	25/11/1950
Date of Appointment	30/03/2015	05/09/2017	05/09/2017
Qualifications	Masters in Arts from Madras University	Graduate in Commercial Science from Hitotsubashi University, Japan	Graduate in Electrical and Electronic Engineering from Tokyo Denki University, Japan
Expertise	Managing Director of Benefic Investment and Finance Company Private Limited	2005 - Joined Yuken Kogyo Co., Ltd. as an Executive Officer 2009 - Director - Yuken Kogyo Co., Ltd. 2013 - Managing Director of Yuken Kogyo Co., Ltd. 2017 - President of Yuken Kogyo Co., Ltd. - Present	1973 - Joined Yuken Kogyo Co., Ltd. 2005 - General Manager of Promotion Dept. of Yuken Kogyo Co., Ltd. 2007 - Executive Office, General Manager of R&D of Yuken Kogyo., Ltd. 2011 - Director, Head of Engineering Division of Yuken Kogyo Co., Ltd. 2013 - Director, Head of Global Division of Yuken Kogyo Co., Ltd. 2017 - Managing Director of Yuken Kogyo Co., Ltd. - Present
Directorships held in other public companies	NIL	NIL	NIL
Membership/ Chairmanship of committees of other public companies	NIL	NIL	NIL
No. of shares held in the Company	4,000 equity shares of Rs. 10/- each	NIL	NIL

Route Map to the venue of Annual General Meeting of the Company to be held on 05th September, 2017 at Woodlands Hotel Pvt. Ltd., No. 5, Raja Ram Mohan Roy Road, Bangalore – 560025:

