

		<b>YUKEN INDIA LIMITED</b> An ISO 9001:2015 Company <b>Manufacturers of Oil Hydraulic Equipment</b> IN COLLABORATION WITH YUKEN KOGYO CO. LTD., JAPAN. <b>CIN: L29150KA1976PLC003017</b>			
Regd. Office:	No. 16-C, Doddanekundi Industrial Area II Phase, Mahadevapura, Bengaluru – 560 048.	Factory:	PB No. 5, Koppathimmanahalli Village, Malur-Hosur Main Road, Malur Taluk, Kolar District – 563 130.		
Phone	+91- 9731610341	Phone & Fax :	+91 9845191995		
Our Ref No:	YIL/Sec/2018	E-mail:	hmn_rao@yukenindia.com		
Date:	17 <sup>th</sup> August, 2018	Web:	www.yukenindia.com		

To,

**BSE Script Code: 522108**

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

Dear Sir,

**Sub: Intimation of Book Closure date and Cut- off Date:**

With reference to the captioned subject, we hereby informed that, 42<sup>nd</sup> Annual General Meeting of the Company is scheduled to be held on Tuesday, 04<sup>th</sup> September, 2018 at 10.00 am at Woodlands Hotel Pvt. Ltd., No. 5, Raja Ram Mohan Roy Road, Bengaluru – 560025.

Further, it was informed that Cut-off date ("Benpos Date") is 30<sup>th</sup> August, 2018 for determining the name of members eligible for dividend on equity shares, if declared at the ensuing Annual General Meeting and Register of Members and Share Transfer Books of the Company will remain closed from 31<sup>st</sup> August, 2018 to 04<sup>th</sup> September, 2018 (both days inclusive) for the purpose of AGM and declaration of dividend if any, at the ensuing AGM.

E-voting shall commence on 01<sup>st</sup> September, 2018 at 09.00 am and will end on 03<sup>rd</sup> September, 2018 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,  
For Yuken India Limited**

  
**Vinayak Hegde  
Company Secretary & Compliance officer**



Copy to:  
Ahmedabad Stock Exchange Limited

## NOTICE

NOTICE is hereby given that the 42<sup>nd</sup> Annual General Meeting (AGM) of the Company will be held on **Tuesday, 04<sup>th</sup> September, 2018 at 10.00 am** at Woodlands Hotel Pvt. Ltd., No. 5, Raja Ram Mohan Roy Road, Bengaluru - 560025 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, 2018, 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 Directors' Report and the Auditors' Report 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, 2018.
3. 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 (holding DIN: 07913414) 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."

4. To fix the remuneration to Statutory 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 the provisions of Section 139(1) and Section 142(1) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, as amended from time to time, M/s. Walker Chandio & Co., LLP, Chartered Accountants, ( Firm Registration No. 001076N/N500013) were appointed as Statutory Auditors of the Company at the 41<sup>st</sup> Annual General Meeting held on 05<sup>th</sup> September, 2017 and to hold office until the conclusion of 46<sup>th</sup> Annual General Meeting of the Company and that the Board of Directors hereby authorised to fix the remuneration for the remaining tenure."

### 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 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. 1,50,000 (Rupees One Lakh Fifty Thousand 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 was re-appointed as a Cost Auditor of the Company for the year 2018-19 by the Board of Directors of the Company, as recommended by the Audit Committee be and is hereby ratified."

6. Increase of Authorized Share Capital and to amendment in the clause V - Capital Clause in the Memorandum of Association 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** pursuant to Section 61(1) (a) and 13 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), and provisions of the Articles of Association, the approval of the Shareholders, be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 6,00,00,000/- (Rupees Six Crores only) divided into 60,00,000 (Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each by creation of additional 90,00,000 (Ninety Lakhs) Equity Shares of Rs. 10/-(Rupees Ten) each, ranking pari-passu with existing equity shares. Consequently, Clause No. V of the Memorandum of Association of the Company be and is hereby substituted by the following:

V. The Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) equity shares of Rs.10/- (Rupees Ten Only) each.

**"FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company or a Committee thereof be and are hereby authorized to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions, difficulties or doubts that may arise in regard to the increase in Authorized Share Capital of the Company and consequent amendment in Memorandum and Articles of Association of the Company as they may think fit."

**7. Amendment in Article 4 of Articles of Association of the Company regarding Share Capital:**

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

**"RESOLVED THAT** pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), provisions of the Articles of Association, the existing Article 4 of the Articles of Association of the Company be and is hereby altered by substituting the following new Article 4:

"4. The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of the Memorandum of Association of the Company from time to time."

**"FURTHER RESOLVED THAT** Board of Directors be and are hereby authorized to take suitable steps in this regard."

**8. Issue of Bonus shares to existing equity shareholders:**

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 63 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital And Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), subject to and in accordance with any other applicable law or regulations, in India, including without limitation, the Listing Agreement entered with the stock exchanges where the equity shares of the Company are listed ("Stock Exchanges"), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 ("SEBI ICDR Regulations") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereto or re-enactment thereof, for the time being in force, the relevant provision of the Memorandum and Articles of Association of the Company and all other applicable provisions, if any, recommendation of the Board of Directors and consent of the shareholders be and is hereby the accorded for the issue of fully paid-up Bonus Shares of Rs.10/- (Rupees Ten) each by capitalizing a sum of Rs. 9,00,00,000/- (Rupees Nine Crores Only) standing to the credit of free reserves and surplus of the Company in the proportion of 3(Three) new equity bonus shares of Rs. 10/- each for every 1(One) fully paid-up equity shares of Rs. 10/- each to the existing shareholders (1:3) , shares held by shareholders as on 30<sup>th</sup> August, 2018 ("Record date"), determined by the Board and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid up Capital of the Company held by each such Member, and not as income."

**"FURTHER RESOLVED THAT** the new equity Bonus Shares to be allotted and issued as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari-pasu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted."

**"FURTHER RESOLVED THAT** no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold Shares in dematerialized form or opt to receive the Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in certificate form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities. "

**"FURTHER RESOLVED THAT** the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) & other foreign investors, be subject to the approval of the Reserve Bank of India, as may be necessary."

**"FURTHER RESOLVED THAT** the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreements with the concerned Stock Exchanges and other applicable guidelines, rules and regulations. "

**"FURTHER RESOLVED THAT** for the purpose of giving effect to the aforesaid resolution, the Board/ Committee of the Board or any officer(s) authorized by the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board / Committee of the Board or any officer(s) authorized by the Board of Directors in its discretion thinks fit and proper."

By order of the Board of Directors  
For Yuken India Limited

Place: Bengaluru  
Date: 08.08.2018

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

**REGISTERED OFFICE**

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

## 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. Cut-off date ("Record Date") is 30<sup>th</sup> August, 2018 for determining the name of members eligible for dividend on equity shares, if declared and issue of bonus shares, if approved at the meeting.
  3. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 31<sup>st</sup> August, 2018 to Tuesday, 04<sup>th</sup> September, 2018 (both days inclusive) for determining the name of members eligible for dividend on equity shares, if declared and issue of bonus shares, if approved at the meeting.
  4. 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.
  5. 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. PROCEDURE FOR E-VOTING
- ### A. Voting through electronic means:
- i) In terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 8 of the revised Secretarial Standards – 2 (SS - 2) of the Institute of Company Secretaries of India, the Company is providing e-voting facility to those who are the members as on 30<sup>th</sup> August, 2018 being the "cut-off Date" fixed for the purpose, to exercise their right to vote at the 42<sup>nd</sup> AGM by electronic means through the e-voting platform provided by Karvy Computershare Private Limited (Karvy). Members may transact the business through voting by electronic means. A person who is not a member as on the cut-off date should treat this Notice for information purposes only;
  - ii) The e-voting period commences on 01<sup>st</sup> September 2018 at 09.00 AM to and ends on 03<sup>rd</sup> September 2018, 5:00 p.m. 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 Karvy for voting thereafter and thus, remote e-voting shall not be allowed beyond 03<sup>rd</sup> September 2018, 5:00 p.m. 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;
  - iii) The facility for voting through electronic voting system shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting;
  - iv) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again;

- v) In case of any queries 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.karvy.com> (Karvy Website) or contact Mr. I. L. Murthy, Karvy Computershare Private Limited, [Unit: Yuken India Limited], Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032 or at [evoting@karvy.com](mailto:evoting@karvy.com) or phone no. 040 – 6716 2222 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- vi) If you are already registered with Karvy for e-voting then you can use your existing user ID and password / PIN for casting your vote;
- vii) 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 communication(s).

**The instructions for e-voting are as under:**

**A. In case a member receives an email from Karvy [for members whose email IDs are registered with the Company / Depository Participant(s)]:**

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change menu wherein you are 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 (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company'.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate / Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id: [scrutinizer@yukenindia.com](mailto:scrutinizer@yukenindia.com) or [evoting@yukenindia.com](mailto:evoting@yukenindia.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Event No."

**B. In case of members receiving physical copy of Notice [for members whose email IDs are not registered with the Company / Depository Participant(s)]:**

- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip;
- ii. Please follow all steps from Sr. No. (i) to (xii) above to cast your vote by electronic means.



### C. Voting at AGM

The Members, who have not cast their vote through remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting.

13. 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 30<sup>th</sup> August, 2018.
14. 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.
15. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in presence of at least 2 (two) 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.

16. 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 2 (two) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
17. Electronic copy of the Notice of the 42<sup>nd</sup> 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.

### Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

#### Item No. 5: To ratify the remuneration of Cost Auditors:

As recommended by the audit committee the board its meeting held on 30<sup>th</sup> May, 2018, reappointed 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. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) as remuneration payable for the financial year 2018-19, subject to ratification by the shareholder of the Company.

In terms of Section 148 (3) of the 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 AGM of the Company.

The Directors, therefore, recommended the ordinary resolution, as set out in item No. 5 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. 5 of this notice.

#### Item No. 6: Increase of Authorized Share Capital and to amendment in the clause V - Capital Clause in the Memorandum of Association of the Company:

For the future financial requirements for expansion of business, by rising the funds through public issue, rights issue, Listing the shares with National Stock Exchange (NSE) and if any proposal to issue bonus shares, the Board of directors at their meeting held on 08<sup>th</sup> August, 2018, proposed to increase the authorized share capital of the Company from Rs. 6,00,00,000/- (Rupees Six Crores only) divided into 60,00,000 (Sixty Lakhs) Equity shares of Rs. 10/- (Rupees Ten) each to **Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided**

**into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each** by creation of additional 90,00,000 (Ninety Lakhs) Equity Shares of Rs. 10/- (Rupees) each.

Consequent to increase in the Authorised share capital, the existing Clause V – Capital Clause of the Memorandum of Association of the Company be modified.

The Directors, therefore, recommended the ordinary resolution, as set out in item No. 6 for Increase of Authorized Share Capital and to amendment in the clause V - Capital Clause in the Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is interested in this Resolution, except to the extent of their respective shareholdings in the Company.

#### Item No. 7: Amendment in Article 4 of Articles of Association of the Company regarding Share Capital:

The present Articles of Association contains the Authorized share capital of the Company. As and when there is an increase in the authorized share capital, the Company need to amend Article 4 of the Articles of Association of the Company. In view of the above, it is proposed to alter the Article 4 of Articles of Association of the Company.

The Directors, therefore, recommended the Special Resolution, as set out in item No. 7 for Amendment in Article 4 of Articles of Association of the Company regarding Share Capital.

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

#### Item 8: Issue of Bonus shares to existing equity shareholders:

In order to build a brand image of the Company, attract more

number of small investors and to increase the shareholders' value, in order to reward the shareholders for their patient investment In the Company, the Board of Directors at their meeting held on 08<sup>th</sup> August, 2018, has recommend issuance of Bonus shares to existing shareholders of the Company in proportionate of 1:3 i.e 3 (Three) fully paid equity shares for every 1 (One) equity share held by shareholders as on 30<sup>th</sup> August, 2018 ("Record date"). The issuance of the bonus shares could be achieved by the Company by capitalizing Rs. 9,00,00,000/- (Rupees Nine Crores Only) standing to the credit of Free Reserves and surplus as on 31<sup>st</sup> March, 2018.

The new equity bonus shares to be allotted and issued as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari-pasu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend (s) to be declared after the bonus shares are allotted.

Further, it is proposed to authorize the Board of Directors / Committee of the Board of the Company or any officer(s) authorized by the Board to complete all the regulatory formalities as prescribed by SEBI, Stock Exchanges on which the Company's shares are listed and/or any other regulatory or statutory authority in connection with the issue of bonus shares.

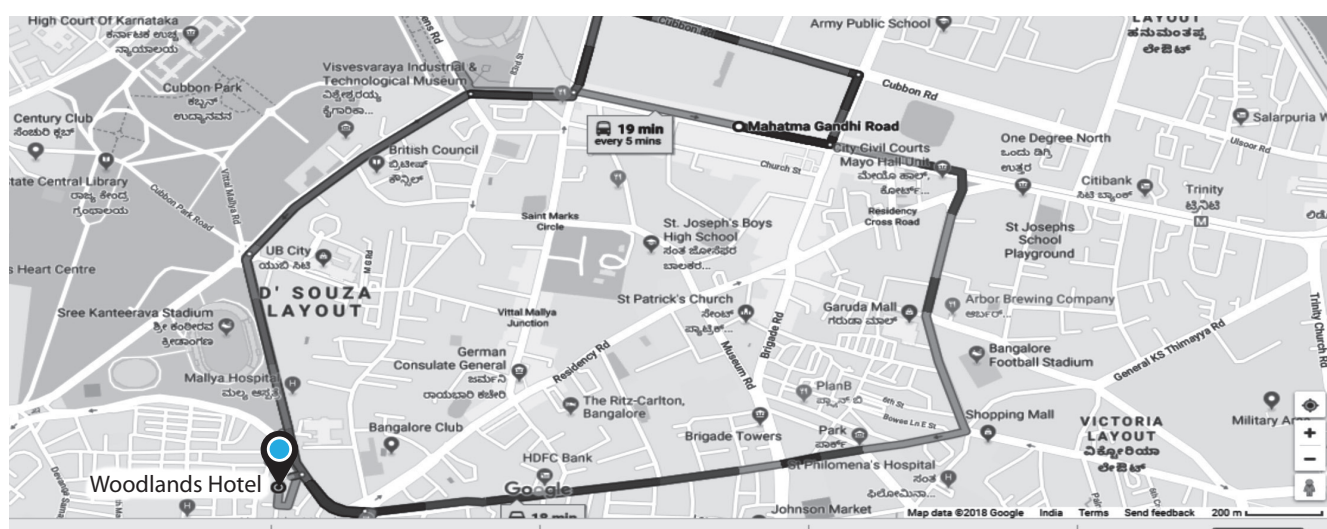
The increase in authorized capital required to accommodate the Bonus Shares and necessary alterations in Memorandum and Articles of Association are contained in Items No. 6 and 7 of this notice.

The Directors, therefore, recommended the Ordinary Resolution, as set out in item No. 8 for Issue of Bonus shares to existing equity shareholders.

None of the Directors or Key Managerial Personnel of the Company and their relatives is interested in this Resolution, except to the extent of their respective shareholdings in the Company.

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

Particulars	Mr. Hideharu Nagahisa
Date of Birth	04/02/1955
Date of Appointment	23/08/2017
Qualifications	Graduate in Commercial Science from Hitotsubashi University, Japan
Expertise	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.
Directorships held in other public companies	NIL
Membership/Chairmanship of committees of other public companies	NIL
No. of shares held in the Company	NIL



Route Map to the venue of Annual General Meeting of the Company to be held on 04<sup>th</sup> September, 2018 at Woodlands Hotel Pvt. Ltd., No. 5, Raja Ram Mohan Roy Road, Bengaluru – 560025: