

		<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 :	+91 9845191995		
Our Ref No:	YIL/Sec/2021	E-mail:	hmn_rao@yukenindia.com		
Date:	15/04/2021	Web:	www.yukenindia.com		

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

**BSE Script Code: 522108**

Dear Sir,

**Sub: Outcome of Board Meeting of the Company held on 15<sup>th</sup> April, 2021.**

This is to inform you that the Board Meeting of the Company was held on Thursday, 15<sup>th</sup> April, 2021 at 10.00 AM, through video conferencing mode. The Board of Directors considered and approved the draft Scheme of Amalgamation ("Scheme") of M/s. Yuflow Engineering Private Limited (Wholly owned Subsidiary) with M/s. Yuken India Limited and their respective Shareholders & Creditors, subject to sanction of the Scheme by the jurisdictional National Company Law Tribunal under the provisions of Section 230 to 232 of the Companies Act, 2013..

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015, as amended, we are furnishing herewith the details of the Scheme as Annexure 1.

This is for your kind information and record.

The Meeting concluded at 10.30 AM.

Thanking you,

Yours faithfully,  
 For **Yuken India Limited**



**Vinayak Hegde**  
**Company Secretary & Compliance Office**



**SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**  
**Disclosure of events as per Regulation 30(2) read with Part A of Part A of Schedule III**

1	<p>Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;</p>	<p><b>Yuflow Engineering Private Limited ("Transferor Company")</b></p> <table border="1" data-bbox="528 322 1023 483"> <thead> <tr> <th>Particulars</th> <th>As on 31.03.2020 Amount in lakhs</th> </tr> </thead> <tbody> <tr> <td>Total Assets</td> <td>130.60</td> </tr> <tr> <td>Net worth</td> <td>(488.12)</td> </tr> <tr> <td>Turnover</td> <td>11.34</td> </tr> </tbody> </table> <p><b>Yuken India Limited ("Transferee Company"). (Standalone)</b></p> <table border="1" data-bbox="528 573 1023 734"> <thead> <tr> <th>Particulars</th> <th>As on 31.03.2020 Amount in lakhs</th> </tr> </thead> <tbody> <tr> <td>Total Assets</td> <td>37,506.50</td> </tr> <tr> <td>Net worth</td> <td>18,234.57</td> </tr> <tr> <td>Turnover</td> <td>20,374.65</td> </tr> </tbody> </table>	Particulars	As on 31.03.2020 Amount in lakhs	Total Assets	130.60	Net worth	(488.12)	Turnover	11.34	Particulars	As on 31.03.2020 Amount in lakhs	Total Assets	37,506.50	Net worth	18,234.57	Turnover	20,374.65
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2	<p>Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"</p>	<p>The Scheme proposes the Amalgamation between Yuflow Engineering Private Limited and Yuken India Limited. Yuflow Engineering Private Limited is wholly owned subsidiary of Yuken India Limited. Vide General Circular No.30/2014, the Ministry of Corporate Affairs, has clarified that transactions arising out of Compromises, Arrangements and Amalgamations will not attract the requirements of Section 188 of the Companies Act, 2013.</p>																
3	<p>Area of business of the entity(ies);</p>	<p><b>Yuflow Engineering Private Limited</b>  The Company is engaged in the business of designers, manufacturers, assemblers, importers and exporters, buyers and sellers of various hydraulics Cylinders, hydraulic and fluid powered motors, pumps, control valves, winches, gear boxes and other related industrial fluid power, electrical, electronic and mechanical engineering products, equipments, spare parts and accessories.</p> <p><b>Yuken India Limited:</b>  The is engaged in the business of design, manufacture, sale and servicing of hydraulic equipment like pumps, valves, power packs, machinery, components and accessories for various applications.</p>																
4	<p>Rationale for amalgamation/ merger</p>	<p>The Boards of the Transferor Company and the Transferee Company discussed and deliberated upon the Companies' business profiles and concluded that as the business of the Companies is similar and compliments each other, it is in the best interest of the Companies to amalgamate the Transferor Company with its parent company i.e. the Transferee Company which would <i>inter alia</i> provide the following benefits to the stakeholders of the said Companies:</p> <ol style="list-style-type: none"> <li>Improve organizational capability and leadership, arising from the pooling of human capital that has the diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.</li> <li>Greater integration, consolidation of business operations and greater financial strength &amp; flexibility for the Transferee Company, which would result in maximizing overall shareholder value, and will improve the competitive position of the combined entity.</li> <li>Greater efficiency in cash management of the Transferee Company, and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund organic and inorganic</li> </ol>																



		<p>growth opportunities, to maximize shareholder value.</p> <p>d. Simplification of the group structure.</p> <p>e. Cost savings are expected to flow from more focused operational efforts, rationalization, standardization and simplification of business processes, greater synergy between the products and services of the two companies and the elimination of duplication, and rationalization of administrative expenses.</p> <p>f. Optimal utilisation of resources and better administration and reduction of cost.</p> <p>g. Achieving economies of scale:</p> <ul style="list-style-type: none"> <li>✓ Operations: through more focused operational efforts, standardization and simplification of business processes;</li> <li>✓ Administration: elimination of duplication, rationalization and better.</li> </ul>																								
5	<b>In case of cash consideration – amount or otherwise share exchange ratio</b>	Not Applicable																								
6	<b>Brief details of change in shareholding pattern (if any) of listed entity</b>	<p><b>Yuflow Engineering Private Limited:</b></p> <table border="1"> <thead> <tr> <th>Authorised Capital</th> <th>Amount (Rs.)</th> </tr> </thead> <tbody> <tr> <td>Equity Share Capital 20,00,000 equity shares of Rs.10/-</td> <td>2,00,00,000/-</td> </tr> <tr> <td><b>Issued, Subscribed &amp; Paid-up Capital</b></td> <td></td> </tr> <tr> <td>20,00,000 equity shares of Rs.10/- fully paid up</td> <td>2,00,00,000/-</td> </tr> </tbody> </table> <p><b>Yuken India Limited: Pre- Merger</b></p> <table border="1"> <thead> <tr> <th>Authorised Capital</th> <th>Amount (Rs.)</th> </tr> </thead> <tbody> <tr> <td>Equity Share Capital 1,50,00,000 equity shares of Rs.10/- each</td> <td>15,00,00,000/-</td> </tr> <tr> <td><b>Issued, Subscribed &amp; Paid-up Capital</b></td> <td></td> </tr> <tr> <td>1,20,00,000 equity shares of Rs.10/- each fully paid up</td> <td>12,00,00,000/-</td> </tr> </tbody> </table> <p><b>Yuken India Limited: Post- Merger</b></p> <table border="1"> <thead> <tr> <th>Authorised Capital</th> <th>Amount (Rs.)</th> </tr> </thead> <tbody> <tr> <td>Equity Share Capital 1,70,00,000 equity shares of Rs.10/- each</td> <td>17,00,00,000/-</td> </tr> <tr> <td><b>Issued, Subscribed &amp; Paid-up Capital</b></td> <td></td> </tr> <tr> <td>1,20,00,000 equity shares of Rs.10/- each fully paid up</td> <td>12,00,00,000/-</td> </tr> </tbody> </table> <p>The Yuflow Engineering Private Limited is a wholly owned subsidiary of Yuken India Limited. Accordingly, upon the Scheme becoming effective, no consideration shall be payable pursuant to the amalgamation of the Transferor Company into the Transferee Company and the investments in the shares of the Transferor Company, appearing in the books of the Transferee Company stand cancelled without any further act, application or deed. The authorized share capital of the Transferor Company shall stand combined with the authorized share capital of the Transferee Company.</p>	Authorised Capital	Amount (Rs.)	Equity Share Capital 20,00,000 equity shares of Rs.10/-	2,00,00,000/-	<b>Issued, Subscribed &amp; Paid-up Capital</b>		20,00,000 equity shares of Rs.10/- fully paid up	2,00,00,000/-	Authorised Capital	Amount (Rs.)	Equity Share Capital 1,50,00,000 equity shares of Rs.10/- each	15,00,00,000/-	<b>Issued, Subscribed &amp; Paid-up Capital</b>		1,20,00,000 equity shares of Rs.10/- each fully paid up	12,00,00,000/-	Authorised Capital	Amount (Rs.)	Equity Share Capital 1,70,00,000 equity shares of Rs.10/- each	17,00,00,000/-	<b>Issued, Subscribed &amp; Paid-up Capital</b>		1,20,00,000 equity shares of Rs.10/- each fully paid up	12,00,00,000/-
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