



Depend On us

YUKEN INDIA LIMITED

CIN: L29150KA1976PLC003017

Registered Office: No. 16-C, Doddanekundi Industrial Area II Phase, Mahadevapura, Bangalore-560048, Karnataka

Contact: +91 9731610341

Email: Vignesh.p@yukenindia.com ; **Website:** www.yukenindia.com

POSTAL BALLOT NOTICE

[Pursuant to Section 108, 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs]

VOTING STARTS ON	VOTING ENDS ON
Friday, May 19, 2023 at 9:00 a.m. (IST)	Saturday, June 17, 2023 at 5:00 p.m. (IST)

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Secretarial Standard - 2 on General Meetings ("the SS-2"), read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars including General Circular No. 20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions, of the Act, rules, regulations, circular and notification (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the resolution as set out hereunder is proposed for approval of the Members of Yuken India Limited ("Company" or "Yuken") as Special Resolution, by way of Postal Ballot only through remote e-voting i.e. voting through electronic means ("Remote e-Voting").

The Explanatory Statement pertaining to the said resolution setting out the material facts and related particulars is annexed hereto.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the Listing Regulations (iii) the SS-2 and (iv) MCA Circulars, the Company has provided Remote e-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. For this purpose, the Company has engaged the services of KFin Technologies Limited ("**KFin**") as the agency to provide Remote e-Voting facility. The instructions for Remote e-Voting forms part of this Postal Ballot Notice.

The Postal Ballot Notice will also be placed on the website of the Company (www.yukenindia.com) and on the website of KFin i.e. www.kfintech.com.

The Postal Ballot Notice is being sent only by electronic mode, to those Members whose email addresses are registered with the Company/ Depositories, in accordance with the aforesaid MCA and SEBI Circular. Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot process.

The communication of the assent or dissent of the Members would take place only through the Remote e-Voting system. Eligible Member, whose e-mail address is not registered with the Company/Depositories, are requested to follow the process provided in the Notes to receive this Postal Ballot Notice.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process not later than 5:00 p.m. (IST) on Saturday, June 17, 2023. Remote e-Voting will be blocked by KFin immediately thereafter and will not be allowed beyond the said date and time.

The Board of Directors has appointed Mr. Abhishek Baradwaj AB, Practicing Company Secretary (FCS: 8908 & COP No. 13649) representing AAA & Co., Company Secretaries, as Scrutinizer at its meeting held on May 12, 2023, for conducting the Postal Ballot through Remote e-Voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company or any person authorized by the Chairman. The results of the voting conducted through Postal Ballot (through the Remote e-Voting process) along with the Scrutinizer's Report will be announced by the Chairman or such person as authorized, on or before Monday, June 19, 2023. The same will be displayed on the website of the Company; www.yukenindia.com, the website of KFin; www.kfintech.com and also shall be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the Company's equity shares are listed and be made available on their respective websites. The Company will also display the results of the Postal Ballot at its Registered Office.

SPECIAL BUSINESS

To create, offer, issue and allot equity shares on Preferential Basis:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act") and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, amended from time to time ("ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time ("Listing Regulations"), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), Stock Exchanges where the shares of the Company are listed ("Stock Exchanges") and/ or any other competent authorities (hereinafter collectively referred to as "Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals (including regulatory approvals), consents, permissions and sanctions as may be necessary or required and such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company ("Members") be and is hereby accorded to the Board to create, issue, offer and allot on a preferential basis, up to 10,00,000 (Ten Lakhs only) equity shares of the Company having face value of Rs. 10.00 each, at a price of ₹629.00 per equity share, which is not less than the floor price determined in accordance with Chapter V of the ICDR Regulations to the proposed allottee for a total consideration of up to ₹6,290.00 lakhs.

The details of the proposed allottees and the maximum number of equity shares of the Company proposed to be allotted is set forth in the below table:

Name and Address of the Proposed Allottee	No. of Shares to be allotted
Yuken Kogyo Company Limited Address:4-4-34, Kamitsuchidananka, Ayase, Kanagawa, 252-1113, Japan	Up to 10,00,000 Equity Shares of ₹10.00 each, at a price of ₹629.00 (including premium of ₹619.00) per Equity Share

RESOLVED FURTHER THAT the "Relevant Date" for the purpose of determination of the floor price of the Equity Shares to be issued and allotted as above as per ICDR Regulations and other applicable laws is Thursday, May 18, 2023, being the date 30 (Thirty) days prior to the last date for Remote e-Voting for postal ballot (on which date this

resolution, if approved by the requisite majority through Postal Ballot, will be deemed to be passed) i.e. Saturday, June 17, 2023.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to Proposed Allottee under the Preferential Allotment shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- 1) The Equity Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- 2) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- 3) The Equity Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to National Stock Exchange of India Limited and BSE Limited, and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- 4) The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.
- 5) The Equity Shares to be allotted to the Proposed Allottee shall be listed on the stock exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- 6) The Equity Shares so offered, issued and allotted shall not exceed the number of equity shares as approved herein above.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions ("Offer Document") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e., BSE Limited and National Stock Exchange of India Limited, within the timelines prescribed under the applicable laws;

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation

- a) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares,
- b) making applications to the stock exchanges for obtaining in-principle approvals,
- c) listing of shares,

- d) filing requisite documents with the Ministry of Corporate Affairs and other regulatory authorities,
- e) filing of requisite documents with the depositories,
- f) to resolve and settle any questions and difficulties that may arise in the preferential offer,
- g) issue and allotment of the Equity Shares, and
- h) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.”

**By Order of the Board of Directors of
Yuken India Limited**

**Vignesh P
Company Secretary & Compliance Officer
Place: Bangalore
May 12, 2023**

Registered Office:

No. 16-C, Doddanekundi Industrial Area II Phase,
Mahadevapura, Bangalore-560048, Karnataka
CIN: L29150KA1976PLC003017

Email: Vignesh.p@yukenindia.com

Website: www.yukenindia.com

Notes:

- 1) The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules setting out the material facts and reasons for the proposed Resolution of the Postal Ballot Notice is appended herein below for your consideration.
- 2) In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide Remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to Remote e-Voting is mentioned in note no. 18 of this Notice.
- 3) In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding Remote e-Voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / Depositories as at close of business hours on Friday, May 12, 2023 (i.e. Cut-off date), and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the Cut-off date and will be sent to those member who will register their e-mail address in accordance with the process outlined in this Notice. For Members who have not registered their e-mail IDs, please follow the instructions given under point 18.

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- 4) As per the MCA Circulars, physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this postal ballot. Members are requested to provide their assent or dissent through Remote e-Voting only. The Company has engaged the services of KFin Technologies Limited (“KFin”) to provide Remote e-Voting facility to its members.
- 5) A copy of the Postal Ballot Notice is available on the website of the Company at www.yukenindia.com, website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of our e-Voting agency i.e. KFin
- 6) Technologies Limited (“KFin”) e-voting website at <https://evoting.kfintech.com>.
- 7) All documents referred to in the Postal Ballot Notice will also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the closure of the voting period. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to vignesh.p@yukenindia.com or csyl@yukenindia.com or hmn_rao@yukenindia.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between the period Friday, May 19, 2023 to Saturday, June 17, 2023.
- 8) To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
- 9) After sending the notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Kannada newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company’s website: www.yukenindia.com
- 10) The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, May 12, 2023. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of Remote e-Voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the Remote e-Voting process. Any person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.
- 11) Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Postal Ballot Notice. A Member cannot exercise his vote by proxy on Postal Ballot.
- 12) The Remote e-Voting will commence on Friday, May 19, 2023 at 9:00 a.m. (IST) and will end on Saturday, June 17, 2023 at 5:00 p.m. (IST). During this period, members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The Remote e-Voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.
- 13) Members are requested to cast their vote through the Remote e-Voting process not later than 5:00 p.m. IST on Saturday, June 17, 2023, in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. Once the votes on the Resolution are casted by the Member, the Member shall not be allowed to change these subsequently.
- 14) The Board of Directors of the Company has appointed Mr. Abhishek Baradwaj AB, Practicing Company Secretary (FCS: 8908 & COP No. 13649) representing AAA & Co, Company Secretaries, as Scrutinizer, to scrutinize the Postal Ballot through Remote e-Voting process in a fair and transparent manner. He has communicated his willingness for such appointment and will be available for the same.
- 15) The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the Remote e-Voting process will be announced by the Chairman, or such person as authorized, on or before Monday, June 19, 2023. The Scrutinizer’s decision on the validity of the e-voting shall be final and binding.

- 16) 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 KFin www.kfintech.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
- 17) The Resolution, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on Saturday, June 17, 2023, i.e. the last date specified for receipt of votes through the Remote e-Voting process.
- 18) Process for those members whose e-mail ids are not registered with the Depositories/the Company for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Postal Ballot Notice:

Registration of email addresses with KFin Technologies Limited ("KFin"):

To facilitate Members to receive this Postal Ballot Notice electronically and cast their vote electronically, the Company has made special arrangement with its Registrar and Share Transfer Agent, KFin, for registration of e-mail addresses. Eligible Members whose e-mail addresses are not registered with the Company/ DPs are required to provide the same to KFin, on or before 5:00 pm (IST) on Monday, June 15, 2023:

Procedure for registration of email id for receiving Postal Ballot Notice:

Investors can follow the following link for updating the Email id for Registration of Postal Ballot:

<https://ris.kfintech.com/clientservices/postalballot/registration.aspx>

Procedure for registration of email id with the Company/Depository Participants: Members are requested to register the same with their concerned DPs, in respect of electronic holding and with KFin, in respect of physical holding, by sending duly signed and completed Form ISR1 along with the supporting documents as stated therein. Members holding shares in physical form are requested to get their folio KYC complaint for smooth processing of the transactions Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs / KFin to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.

19) The instructions for Members for e-voting are as under:

E-Voting procedure for Individual shareholders holding securities in Demat:

As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Method of Login individual shareholders holding the securities in demat mode directly from the website of depositories:

NSDL	CDSL
1) User already registered for IDeAS facility:	1) Existing user who have opted for Easi / Easiest
i URL: https://eservices.nsdl.com	i URL: https://web.cdslindia.com/myeasinew/home/login/
ii Click on the "Beneficial Owner" icon under 'IDeAS' section.	or
iii On the new page, enter User ID and Password. Post successful authentication, click	URL: www.cdslindia.com
	ii Click on New System Myeasi

<p>on "Access to e-Voting".</p> <p>iv Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2) User not registered for IDeAS e-Services</p> <p>i To register click on link: https://eservices.nsdl.com</p> <p>ii Select "Register Online for IDeAS"</p> <p>iii Proceed with completing the required fields.</p> <p>3) User not registered for IDeAS e-Services</p> <p>i To register click on link: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>ii Proceed with completing the required fields.</p> <p>4) By visiting the e-Voting website of NSDL</p> <p>i URL: https://www.evoting.nsdl.com/</p> <p>ii Click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>iii Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>iv Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<p>iii Login with user id and password.</p> <p>iv Option will be made available to reach e-Voting page without any further authentication.</p> <p>v Click on e-Voting service provider name to cast your vote.</p> <p>2) User not registered for Easi/Easiest</p> <p>i Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</p> <p>ii Proceed with completing the required fields.</p> <p>3) By visiting the e-Voting website of CDSL</p> <p>i URL: www.cdslindia.com</p> <p>ii Provide demat Account Number and PAN No.</p> <p>iii System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.</p>
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Method of Login for individual shareholders holding the securities in demat mode through their depository participants.

Shareholders can also login using the login credentials of their demat account through Depository Participant registered with NSDL/CDSL for e-Voting facility. Once logged in, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important Note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forgot Password option available at above mentioned website.

For technical Assistance

Members facing any technical issue in login can contact the respective helpdesk by sending a request on the email id's or contact on the phone no's provided below:

NSDL	CDSL
Email: evoting@nsdl.co.in Toll free No.: 1800 1020 990/1800 22 44 30	Email: helpdesk.evoting@cDSLindia.com Phone No: 022- 23058738, 022-23058542-43

E-Voting procedure for Institutional Shareholders and shareholders holding securities in Physical form:

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the relevant Rules, the Company is pleased to provide e-voting facility to all its shareholders holding securities in physical form and to the Institutional Shareholders, to enable them to cast their votes electronically. The Company has engaged the services of KFin Technologies Limited for the purpose of providing e-voting facility to all its members.

1. The details of the process and manner for e-voting are given below:
 - a) Initial password is provided in the body of the email.
 - b) Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
 - c) Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with KFin Technologies Limited for e-voting, you can use your existing User ID and password for casting your votes.
2. After entering the details appropriately, click on LOGIN.
3. You will reach the 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 (09) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
4. You need to login again with the new credentials.
5. On successful login, the system will prompt you to select the EVEN i.e. 7268
6. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR' / 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
7. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
8. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
9. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who is/are authorized to vote, to the Scrutinizer through e-mail at and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CLIENT EVENT No.'

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10. Members can cast their vote online from Friday, May 19, 2023 at 9:00 a.m. (IST) and will end on Saturday, June 17, 2023 at 5:00 p.m. (IST). Voting beyond the said date shall not be allowed and the e-voting facility shall be blocked.
11. For Members who have not registered their email addresses, kindly register the same and their mobile numbers at the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx> as the postal ballot form and any other documents will not be sent to them in physical mode. The same shall be sent only by email, in view of the Applicable Circulars.
12. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

General Guidelines for members: Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to abhishek@alegal.co.in with a copy marked to sheetal.doba@kfintech.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)

In accordance with applicable provisions of the Companies Act, 2013 (“Act”) read with rules made thereunder along with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, the approval of Members of the Company by way of special resolution is required to issue equity shares on a preferential basis to Yuken Kogyo Company Limited.

The disclosures in accordance with the Act and ICDR Regulations and the other applicable provisions of law, are as follows:

a) Particulars of the offer including date of passing of Board resolution; material terms of issue of securities:

Currently, the Promoter i.e. Yuken Kogyo Company Limited, holds 48,00,000 Equity Shares ordinary shares of ₹10.00 each, representing 40.00% of the paid-up capital of Yuken India Limited.

The Company is currently engaged in manufacturing of Hydraulic products. The operations of the Company are spread globally. With an objective of expanding the business activities and commencing the manufacturing of new products which shall be exported to Yuken Group companies and other customers, the Board of Directors of the Company at its meeting held on May 12, 2023, have approved the issue of up to 10,00,000 Equity shares of ₹10.00 each, representing 4.62% of Post Issue paid-up capital of Yuken India Limited at a price of ₹629.00 (including premium of ₹619.00) per share (“Equity Shares”), being a price not less than the floor price as determined in accordance with Chapter V of ICDR Regulations (“Floor Price”). Consequently, the Board also recommends the resolution as set out above to be passed by the Members as a special resolution. The floor price for the issue of the shares on a preferential basis under the applicable provisions of the ICDR Regulations is ₹628.31 per equity share.

b) Purpose or Objects of the preferential issue:

The object of the proposed preferential issue is to issue and allot Equity Shares (as define above) to Yuken Kogyo Company Limited is to expand the business activities and commence the manufacturing of new products which shall be exported to Yuken Group companies and other customers.

c) Kinds of securities offered, Maximum number of shares to be issued and the price at which the allotment is proposed:

The Company proposes to issue and allot up to 10,00,000 fully paid up equity shares of ₹10.00 each of the Company at a price of ₹629.00 (including a premium of ₹619.00) per share, aggregating up to ₹6,290.00 lakhs, such share price being not less than the minimum price as on Relevant Date, as determined in accordance with Chapter V of ICDR Regulations (“Floor Price”).

d) Basis or justification on which the price (including premium, if any) has been arrived at:

The Equity Shares of the Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together referred to as the “Stock Exchanges”).

The equity shares are frequently traded on NSE in terms of the ICDR Regulations. NSE, being the stock exchange with higher trading volumes during the 90 trading days preceding the Relevant Date, has been considered for determining the floor price in accordance with the ICDR Regulations.

In terms of the applicable provisions of the ICDR Regulations, the Floor Price at which the Equity Shares shall be issued and allotted is ₹628.31 per share, being higher of the following:

- Volume weighted average price of the equity shares of the Company quoted on NSE, during the 90 trading days preceding the Relevant Date, i.e. ₹556.36 per equity share or
- Volume weighted average price of the equity shares of the Company quoted on NSE, during the 10 trading days preceding the Relevant Date i.e. ₹628.31 per equity share.

The pricing of the Equity Shares to be allotted on preferential basis is ₹629.00 per share which is not less than the Floor Price determined in the manner set out above.

e) Relevant date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the ICDR Regulations, Relevant Date for determining the floor price for the preferential issue is May 18, 2023, being the date 30 days prior to the date of passing of resolution through Postal Ballot i.e. last date for voting through Remote e-Voting, which is June 17, 2023.

f) Amount which the Company intends to raise by way of such securities/ size of the issue:

The Company intends to raise an approximate amount of ₹6,290.00 lakhs by the way of this Preferential Allotment

g) Principal terms of assets charged as securities: Not applicable.

h) Class or classes of persons to whom the allotment is proposed to be made and current and post allotment status:

The preferential issue, if approved, is proposed to be made to Yuken Kogyo Company Limited which is a foreign body corporate. Yuken Kogyo Company Limited is the promoter of the Company.

i) Intention of promoters, directors or key managerial personnel of the Company to subscribe to the offer:

None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the preferential issue except for Yuken Kogyo Company Limited being the Promoter of the Company to whom the Equity Shares are proposed to be allotted.

j) Timeframe/ proposed time schedule, within which the preferential issue/allotment shall be completed:

As required under the ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

The Equity Shares to be allotted shall require to be listed on Stock Exchanges, which require in-principle approval of Stock Exchanges, where shares are listed. The allotment shall be completed within 15 days (Fifteen days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the regulatory authority(ies) or the Stock Exchanges, whichever is later.

k) Name of the proposed allottees and identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

The preferential issue, if approved, is proposed to be made to Yuken Kogyo Company Limited, Promoter of the Company. Considering the ownership structure of Yuken Kogyo Company Limited, there are no Ultimate beneficial owner of Yuken Kogyo Company Limited.

l) Percentage of post preferential offer capital that may be held by the proposed allottee and change in control, if any, in the company that would occur consequent to the preferential offer:

Details of shareholding of Yuken Kogyo Company Limited in the Company, prior to and after the proposed preferential issue, are as under:

Pre-Preferential Issue	Post-Allotment of Equity Shares pursuant to the Preferential Issue
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No. of Equity Shares held	Percentage	No. of equity shares to be held	Percentage
48,00,000	40.00%	58,00,000	44.62%

There shall be no change in the Management or control over the Company pursuant to the aforesaid preferential issue.

m) Lock-in Period:

The Equity Shares to be issue shall be locked-in for such period as specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

n) Undertakings:

As the equity shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of Equity Shares shall not be applicable.

However, the Company shall re-compute the price of the Equity Shares to be allotted under the preferential allotment in terms of the provisions of ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Equity Shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.

o) Other disclosures:

- The Company is eligible to make the preferential issue under Chapter V of the ICDR Regulations.
- None of the Company, its Directors or Promoter have been declared as willful defaulter as defined under the ICDR Regulations. None of its Directors is a fugitive economic offender as defined under the ICDR Regulations.
- Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the financial year 2023-24.
- The Equity Shares held by the Proposed Allottee prior to the preferential allotment will be locked in as required under regulation 167(6) of SEBI (ICDR) Regulations, 2018.
- None of the Person belonging to the Promoter/Promoter Group has sold/transferred their Equity Shares held in the Company during the 90 (ninety) trading days preceding the relevant date.

p) Shareholding pattern of the Company before and after the Preferential Issue:

Please refer Annexure-I to this Notice for details.

q) Certificate of a practicing company secretary

The certificate from Mr. Abhishek Baradwaj AB, Practicing Company Secretary (FCS: 8908 & COP No. 13649) representing AAA & Co, Company Secretaries, certifying that the proposed preferential issue is being made in accordance with the requirements contained in the ICDR Regulations shall be made available for inspection by the Members during the voting period and is also hosted on website of the Company i.e. <https://www.yukenindia.com/wp-content/uploads/2023/05/Certificate-from-PCS.pdf>

In accordance with the provisions of Sections 23, 42 and 62 of the Act, read with applicable rules thereto and relevant provisions of the ICDR Regulations, approval of the Members for issue and allotment of the said Equity

Postal Ballot Notice

Shares to Yuken Kogyo Company Limited is being sought by way of a Special Resolution as set out in the said item of the Notice.

Issue of the Equity Shares pursuant to the preferential issue would be within the authorized share capital of the Company.

The Board of Directors believe that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, as set out in the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as members in general, in the said resolution.

**By Order of the Board of Directors of
Yuken India Limited**

**Vignesh P
Company Secretary & Compliance Officer
Place: Bangalore
May 12, 2023**

Registered Office:

No. 16-C, Doddanekundi Industrial Area II Phase,
Mahadevapura, Bangalore-560048, Karnataka

CIN: L29150KA1976PLC003017

Email: vignesh.p@yukenindia.com

Website: www.yukenindia.com

Shareholding pattern of the Company before and after the Preferential Issue:

Sr. No.	Category	Pre-Issue (As on May 12, 2023)		Post-Issue	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoters/Promoters Group's holding				
1	Indian				
	Individual	1,08,400	0.90	1,08,400	0.83
	Bodies Corporate	13,91,808	11.60	13,91,808	10.71
2	Foreign Promoters	48,00,000	40.00	58,00,000	44.62
	Sub-total (A)	63,00,208	52.50	73,00,208	56.16
B	Non-Promoters holding				
1	Institutional Investors				
	Mutual Funds/UTI	2,000	0.02	2,000	0.02
	Alternate Investment Funds	1,86,836	1.56	1,83,626	1.44
	Foreign Portfolio Investors	-	-	-	-
	Financial Institutions/Banks	-	-	-	-
	Insurance Companies	-	-	-	-
2	Non-Institution				
	NBFCs registered with RBI	-	-	-	-
	Bodies Corporate (including Clearing Members & LLP)	16,47,211	13.73	16,47,211	12.67
	Directors and relatives	-	-	-	-
	Indian Public (Individual & HUF)	37,44,806	31.21	37,44,806	28.81
	Government				
	Others:				
	NRIs				
	IEPF	71,401	0.60	71,401	0.55
	Trust	400	0.00	400	0.00
	Foreign Companies				
	Foreign Nationals, FPI (Individual) and Overseas Bodies Corporates	47,138	0.39	47,138	0.36
	Sub-Total (B)	56,99,792	47.50	56,99,792	43.84
C	Non-Promoter-Non-Public Shareholder	-	-	-	-
1	Custodian /DR Holder	-	-	-	-
	Sub-Total (C)	-	-	-	-
	GRAND TOTAL	1,20,00,000	100.00	1,30,00,000	100.00