
	YUKEN INDIA LIMITED An ISO 9001:2015 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, Bengaluru – 560 048.	Factory:	
Phone:	+9197316 10341	Phone :	+91 9845191995
Our Ref No:	YIL/Sec/2023	E-mail:	hmn_rao@yukenindia.com
Date:	19/06/2023	Web:	www.yukenindia.com

To,

**The General Manager,
Listing Compliance & Legal Regulatory,
BSE Limited,
PJ Towers, Dalal Street,
Mumbai-400001.
BSE Scrip Code: 522108**

**The General Manager,
Listing Compliance & Legal Regulatory,
National Stock Exchange of India Limited
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai – 400051
NSE Scrip Code: YUKEN**

Dear Sir/Madam,

Sub: Outcome of Postal ballot voting held between 19th May 2023 to 17th June 2023:

Pursuant to the provisions of Regulation 30(4) read with Para A of Part A of Schedule III of SEBI (LODR) Regulations, 2015, please be informed that the postal ballot process for **allotment of up to 10,00,000 Equity shares on preferential basis to Yuken Kogyo Company Limited** was held between 19th May 2023 to 17th June 2023 and the items of business contained in the Notice of the said postal ballot process have been approved by the Shareholders.

SPECIAL BUSINESS – SPECIAL RESOLUTION:

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

We are enclosing herewith the scrutinizers report for the postal ballot process.

Kindly acknowledge the receipt.

Thanking you,
Yours faithfully,

For Yuken India Limited

**Vignesh P
Company Secretary & Compliance officer**

19th June 2023

To,
The Chairman
Yuken India Limited,
No. 16-C, Doddanekundi Industrial Area II Phase,
Mahadevapura, Bangalore-560048

Dear Sir,

Sub: Scrutinizer's Report with respect to Special Resolution passed through Postal Ballot pursuant to Section 110 through e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 and Rule 22 of the Companies (Management and Administration) Rules, 2014.

I, Abhishek Bharadwaj A B, Practicing Company Secretary (Certificate of Practice No; 13649), had been appointed as the Scrutinizer by the Board of Directors of M/s. Yuken India Limited pursuant to Section 110 through e-voting under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 and Rule 22 of the Companies (Management and Administration) Rules, for the purpose of scrutinizing the Postal Ballot through e-voting process.

The dispatch of the Postal Ballot Notice dated May 12, 2023 was completed on May 18, 2023 to the Members whose names appeared on the Register of Members as on Friday, May 12, 2023. The Postal Ballot Notice was sent to the Members in electronic form to the email addresses registered with their Depository Participants.

E-voting process was made available to the shareholders from Friday, May 19, 2023 at 09.00 A.M and ended on Saturday, June 17, 2023 at 05.00 P.M (both days inclusive)

As per the instructions from BSE Limited and National Stock Exchange of India Limited, as a pre-requisite for in-principal approval for listing, on June 01, 2023, a corrigendum dated May 31, 2023 to postal ballot notice dated May 12, 2023 was issued modifying clause (d), (h) and (k) in the explanatory statement to the postal ballot notice. The corrigendum had disclosed the following additional information:

- a. Particulars of valuation report
- b. Current and post allotment status of the allottee
- c. 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 shareholders who had already casted their vote through e-voting facility from May 19, 2023 to May 31, 2023 (before the issuance and publishing of corrigendum), were given an opportunity to modify their votes by way of sending communication to the

Scrutinizer by way of email.

The votes cast through electronic means were unblocked on June 17, 2023 at 5.01 P.M. No emails were received by shareholders modifying their votes after issue of corrigendum to postal ballot notice.

I hereby submit my Report on the postal ballot through e-voting process of the Shareholders of the Company in respect of the below mentioned resolutions:

Total ballots received:

Mode of Voting	Total ballots received	Total Number of Votes
E-voting	40	2842833

Resolution No. 1:-

TO CREATE, OFFER, ISSUE AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS:.

"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, 10,00,000 (Ten Lakhs only) equity shares of the Company having face value of Rs. 10.00 each, at a price of Rs.629 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 Rs. 62,90,00,000/-.

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	10,00,000 Equity Shares of ₹10.00 each, at a price of ₹629 (including premium of ₹619) 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.”

Type of Resolution: **Special Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	37	2842701	99.995357%

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	3	132	0.004643%

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	NIL	NIL

Remarks: Thus, the Special resolution has been passed with requisite majority.

The register, all other papers and relevant records relating to electronic voting has been handed over to the Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,

AMBLE
BALASUBRAMAN
YA ABHISHEK
BHARADWAJ

Digitally signed by AMBLE
BALASUBRAMANYA
ABHISHEK BHARADWAJ
Date: 2023.06.19 12:33:29
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Abhishek Bharadwaj A B
Practising Company Secretary
FCS 8908 COP: 13649
Place: Mysuru