

	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:	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:	04 th September , 2021	Web:	www.yukenindia.com

To,
National Stock Exchange of India Limited
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai – 400051

NSE Script Code: YUKEN

Dear Sir/Madam,

Sub: Notice of 45th Annual General Meeting (AGM), Book Closure and E-Voting:

With reference to captioned subject, we wish to inform that the **45th Annual General Meeting** of the Company is scheduled to be held on **Tuesday, 14th September, 2021 at 10.00 AM (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in compliance with the General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and General Circular 02/2021 dated 13th January, 2021 issued by the Ministry of Corporate Affairs ('MCA circulars'), and other applicable provisions of the Companies Act, 2013, to transact the business as set forth in the Notice of AGM.

Further, we hereby inform that:

1. Cut-off date is 06th September, 2021 for determining the name of members eligible for dividend on equity shares, if declared at the meeting.
2. Register of Members and Share Transfer Books of the Company will remain closed from 07th September, 2021 to 14th September, 2021 (both days inclusive), for the purpose of AGM and declaration of dividend if any at the ensuing AGM. The Company agrees to ensure that the time gap between two book closures/record dates would be atleast 30 days.
3. E-voting shall commence on 09th September, 2021 at 09.00 AM (IST) and ends on 13th September, 2021 at 5:00 p.m.(IST).

In compliance with the aforesaid MCA Circulars and SEBI Circular no. SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated May 12, 2020, and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 the Notice of the 45th Annual General Meeting along with the Annual Report for the Financial Year 2020-21 are being sent only through electronic mode to those members whose email IDs are registered with the Company/ Depositories.

AGM Notice is enclosed herewith

Thanking you,
Yours faithfully,
For Yuken India Limited



Vinayak Hegde
Company Secretary & Compliance officer





YUKEN INDIA LIMITED

CIN: L29150KA1976PLC003017

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

E-mail Id: vinayak.hegde@yukenindia.com, Website: www.yukenindia.com. Tel: +91 97316 10341

NOTICE

NOTICE is hereby given that the **45th** Annual General Meeting ("AGM") of the members ("Members") of Yuken India Limited ("the Company") will be held on **Tuesday, 14th September, 2021 at 10.00 AM (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), 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 31st March, 2021, 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 Reports of the Board of Directors and the Auditor's 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 31st March, 2021.
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 (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."

B. SPECIAL BUSINESS:

4. To appoint Mrs. Indra Prem Menon (DIN: 00121917) as a Lady Independent, Non- Executive Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 161 and all other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) read with Schedule IV of the Companies Act, 2013, and pursuant to Regulation 16(1) (b) and Regulation 17 (1) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other relevant circulars and modifications, if any issued by Securities and Exchange Board of India ("SEBI") from time to time, Mrs. Indra Prem Menon (DIN: 00121917), who was appointed as an Additional, Lady Independent, Non-Executive Director by the Board of Directors with effect from 24th September, 2020 and holds office up to the date of this Annual General Meeting and as recommended by the Nomination and Remuneration Committee and Board of Directors, approval of the members of the Company be and is hereby accorded for appointment of Mrs. Indra Prem Menon (DIN: 00121917) as Lady Independent, Non-Executive Director of the Company who shall hold office for a term of 5 (Five) consecutive years from 24th September, 2020 and that she shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution."

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. 1,00,000

(Rupees One Lakh 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 is re-appointed as a Cost Auditor of the Company for the year 2021-22 by the Board of Directors of the Company, as recommended by the Audit Committee, be and is hereby ratified."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution."

By order of the Board of Directors
For Yuken India Limited

Place: Bengaluru
Date: 07th June, 2021

REGISTERED OFFICE:

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

C P Rangachar
Managing Director
(DIN: 00310893)

NOTES:

1. In view of the outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No.14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020 and General Circular 02/2021 dated 13th January, 2021 (collectively referred to as "MCA Circulars") and Circular Nos. SEBI/HO/CFD/ CMD1/ CIR/ P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/ CMD2/ CIR/P/2021/11 dated 15th January, 2021, issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), which permitted Companies to conduct Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue.
2. In compliance with the applicable provisions of the Companies Act, 2013 ("the Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") MCA Circulars and SEBI Circulars, the 45th Annual General Meeting of the Members of the Company is being conducted through Video Conferencing ("VC") mode. In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue, the proceedings of the AGM shall be deemed to be conducted at the Registered office of the Company which shall be the deemed venue of the AGM.
3. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the financial year 2020-21 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of the AGM and the Annual Report will also be available on the Company's website at www.yukenindia.com, under Investor Section, website of BSE Limited at www.bseindia.com and on the website of KFin Technologies Private Limited at <https://evoting.kfintech.com>. **OTHER THAN THE ABOVE, NO PHYSICAL/HARD COPIES OF THE NOTICE AND THE ANNUAL REPORT WILL BE SENT TO THOSE SHAREHOLDERS WHO ARE HOLDING THEIR SHARES IN PHYSICAL/ELECTRONIC FORM OR ON REQUEST BY ANY OTHER SHAREHOLDER.**
4. The Company has availed the services of KFin Technologies Private Limited, ("KFinTech") Registrar and Share Transfer Agents of the Company, to provide the Video conferencing and e-voting facility for the AGM. The instructions for participation by Members are given in subsequent paragraphs. Participation at the AGM through VC shall be allowed on first come- first-served basis.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/ her behalf and the Proxy need not be a Member of the Company. Since the 45th AGM is being held, pursuant to the MCA/SEBI Circulars, through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Cut-off date is **Monday, 06th September, 2021** for determining the name of members eligible for dividend on equity shares, if declared at the meeting.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from **Tuesday, 07th September, 2021 to Tuesday, 14th September, 2021** (both days inclusive), for determining the name of members eligible for dividend on equity shares, if declared/approved at the meeting.
8. The e-voting period commences on **Thursday, 09th September, 2021 at 09.00 AM (IST) and ends on Monday, 13th September, 2021 at 5:00 PM (IST)**. 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 KFinTech for voting thereafter and thus, remote e-voting shall not be allowed beyond **13th September, 2021 at 5:00 PM (IST)**. 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.
9. The explanatory statement pursuant to section 102 of the Act, setting out the material facts in respect of the Special Business is annexed hereto.
10. Corporate/Institutional Members (i.e. Other than individuals, HUF, NRI etc.) are required to send a scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc. authorizing their representative to attend the AGM through VC and vote either through remote e-voting or voting during the AGM. The said Board Resolution/Authority Letter should be sent electronically through their registered email address to scrutinizer@yukenindia.com with a copy marked to evoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format **"Yuken India Limited 45th Annual General Meeting"**.
11. Pursuant to the provisions of Section 108 of the Act read with the corresponding Rules and Regulation 44 of Listing

Regulations, the Company has provided a facility of remote e-voting to its Members to cast their vote electronically through the electronic voting facility provided by KFin Technologies Private Limited. The process of remote e-voting is given in subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the AGM.

12. Members who are present at the AGM through VC and who have not cast their vote through remote e-voting may cast their vote during the AGM through the e-voting system provided by KFin Technologies Private Limited in the Video Conferencing platform. Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
13. As per the provisions under the MCA Circulars, Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. The Board of Directors has appointed Mr. Abhishek Bharadwaj A B - Practicing Company Secretary (Membership No. FCS 8908), as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
15. Dividend as recommended by the Board of Directors, if approved at the AGM, will be paid within the time limit specified under the Companies Act, 2013 to those members whose name appear on the Register of Members as of the close of business hours on **Monday, 06th September, 2021**. The dividend will be paid through various online transfer modes to the Members who have updated their bank account details. For Members who have not updated their bank details, demand drafts /cheques will be sent to their registered addresses once the postal facility is available.

To avoid delay in receiving the dividend, Members are requested to update their Bank details, such as, name of the bank and branch address, bank account number, MICR code, IFSC code etc., with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Share Transfer Agents KFin Technologies Private Limited, Selenium Tower B, Plot No.31-32, Financial District, Nanakramguda, Gachibowli Hyderabad- 500 032 (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.

16. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. 01st April, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and amendments thereof.

17. The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Registrar and Share Transfer Agents to record additional details of Members, including their PAN details, E-mail address, bank details for payment of dividend etc. Members holding shares in physical form are requested to submit these additional details to KFin Technologies Private Limited. Members holding shares in dematerialized form are requested to submit these details to their respective Depository Participant.
18. Members are requested to intimate changes, if any, in their registered addresses to KFin Technologies Private Limited or Company in case shares are held in physical form and to their Depository Participant in case the shares are held in dematerialized form.
19. 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 the 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: <https://www.yukenindia.com/unclaimed-dividend/> to ascertain the details of Dividend and shares liable for transfer in the name of IEPF Authority.

20. Pursuant to the Rule 5(8) of the Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2021, on its website <https://www.yukenindia.com/unclaimed-dividend/>
21. Members who have not yet registered their e-mail address are requested to register the same with the Depository through their Depository Participant(s) in case shares are held by them in dematerialized form and by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium Tower B, Plot No.31-32, Financial District, Nanakramguda, Gachibowli Hyderabad- 500 032 or by sending

an e-mail request to them at their e-mail ID einward.ris@kfintech.com, along with signed scanned copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy and copy of share certificate, in case the shares are held by them in physical form.

The Company has also alternatively enabled a process with KFin Technologies Private Limited to allow the Members to register their email address and mobile number on a temporary basis by providing the basic credentials which may be asked for verification during the process. Members may access the link <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx> and directly register their email address and mobile number for receiving a soft copy of the AGM Notice and the Annual Report.

22. As per the provisions of section 72 of the Act, the facility for making nomination is available for the Members in respect of shares held by them. Members who have not yet filed their nomination may file the same by submitting Form No.SH-13 to their Depository Participant in case shares are held by them in dematerialized form and to KFin Technologies Private Limited in case shares are held in physical form.
23. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM. Members are also requested to consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
24. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are requested to submit their PAN details to their Depository Participant (DP) in case of holding in dematerialized form and to KFin Technologies Private Limited in case of holdings in physical form.
25. Non-resident Indian shareholders are requested to inform about the following immediately to the Company's Registrar and Share Transfer Agents, KFin Technologies Private Limited or the concerned Depository Participant, as the case may be:
 - a. the change in the residential status on return to India for permanent settlement, and
 - b. particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code and address of the bank, if not furnished earlier.
26. In accordance with Regulation 40 of the Listing Regulations, effective from 01st April, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, any Member who is desirous of transferring shares (which

are held in physical form) can do so only after the shares are dematerialized. Members holding equity shares in physical form are therefore urged to have their shares dematerialized at the earliest and contact their Depository Participant for this conversion.

27. Details, pursuant to Regulation 36 of the Listing Regulations, in respect of Director seeking re-appointment at this AGM is given in the Annexure to this Notice.
28. Since the AGM is being held through VC, the route map is not attached to this Notice.

29. PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences on **Thursday, 09th September, 2021 at 09.00 AM (IST) and ends on Monday, 13th September, 2021 at 5:00 PM (IST)**.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a

request at evoting@Kfintech.com. However, if he / she is already registered with Kfintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to Kfintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. User already registered for IDeAS facility:
	I. Visit URL: https://eservices.nsdl.com
	II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.
	III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"
	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.
	2. User not registered for IDeAS e-Services
	I. To register click on link : https://eservices.nsdl.com
	II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	III. Proceed with completing the required fields.
	IV. Follow steps given in points 1
	3. Alternatively by directly accessing the e-Voting website of NSDL
	I. Open URL: https://www.evoting.nsdl.com/
	II. Click on the icon "Login" which is available under 'Shareholder/Member' section.
	III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.
	IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. Kfintech.
	V. On successful selection, you will be redirected to Kfintech e-Voting page for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Existing user who have opted for Easi / Easiest
	I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com
	II. Click on New System Myeasi
	III. Login with your registered user id and password.
	IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfintech e-Voting portal.
	V. Click on e-Voting service provider name to cast your vote.
	2. User not registered for Easi/Easiest
	I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	II. Proceed with completing the required fields.
	III. Follow the steps given in point 1
	3. Alternatively, by directly accessing the e-Voting website of CDSL
	I. Visit URL: www.cdslindia.com
Individual Shareholder login through their demat accounts / Website of Depository Participant	II. Provide your demat Account Number and PAN No.
	III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
	IV. After successful authentication, user will be provided links for the respective ESP, i.e Kfintech where the e- Voting is in progress.
	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.
	II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
	III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.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 Kfintech for e-voting, you can use your existing User ID and password for casting the 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 "EVEN" i.e., 6086 AGM and click on "Submit"
- 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., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id scrutinizer@yukenindia.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_ Even No."

(B) Members whose email IDs are not registered with the Company/ Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with Kfintech, by accessing the link:

<https://ris.kfintech.com/clientservices/mobileregmobileemailreg.aspx>

Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

- ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM

of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by Kfintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/Kfintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM shall open 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at Vinayak.hegde@yukenindia.com Questions /queries received by the Company till 12th September, 2021 shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.

- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from **Thursday, 09th September, 2021 at 09.00 AM (IST) and ends on Sunday, 12th September, 2021 at 5:00 PM (IST)**. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from **Thursday, 09th September, 2021 at 09.00 AM (IST) and ends on Sunday, 12th September, 2021 at 5:00 PM (IST)**.
- III. In case of any query 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.kfintech.com> (Kfintech Website) evoting@kfintech.com or call Kfintech's toll free No. 1-800-3454-001 for any further clarifications.
- IV. The Company is sending through e-mail, the AGM Notice and the Annual Report to the Members whose name is recorded as on **13th August, 2021** in the Register of Members or in the Register of Beneficial Owners maintained by the depositories.
- V. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **06th September, 2021** being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- VI. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS:

MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399

1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

- VII. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.
- VIII. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they shall not be allowed to cast their vote again during the AGM.
- IX. In case of any query 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.kfintech.com> (Kfintech Website) or contact Ms. Sheetal Doba- Manager Corporate Registry at sheetal.doba@kfintech.com or call toll free No. 1-800-3094-001 and send an email to evoting@kfintech.com for any further clarifications.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No.4: To appoint Mrs. Indra Prem Menon (DIN: 00121917) as a Lady Independent, Non- Executive Director of the Company:

Mrs. Indra Prem Menon has been appointed as an Additional, Lady Independent, Non-Executive Director on the Board of the Company with effect from 24th September, 2020. As per the provisions of Section 161(1) of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014, Additional Director appointed by the Board, shall hold office up to the date of next Annual General Meeting.

Further, as per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation.

Mrs. Indra Prem Menon is Graduated in Liberal Arts from Mount Carmel College and she is Law Graduate from Madras Law College. She is Chairman and Managing Director of Senapathy Whiteley Pvt. Ltd. The Company is a pioneer in India in the manufacture of Pressboards and Press paper for Electrical Insulation and also Filter Paper for Automotive and Industrial applications.

She is also the Managing Director of Lakshmanan Isola Pvt. Ltd. The Company is engaged in the manufacture of sophisticated insulation products for the Generators, motors and traction motors in India and abroad.

The Board during its evaluation was appreciative of her valuable contribution at the Board deliberations and were of the view that, considering her leadership quality and vast industrial experience, her continued association would be of immense benefit to the Company. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, subject to the approval of the shareholders, approved the re-appointment of Mrs. Indra Prem Menon as a Lady Independent, Non- Executive Director for a term of 5 (Five) years commencing from 24th September, 2020.

Mrs. Indra Prem Menon being eligible, has given her consent for appointment for term of 5 (Five) years commencing from 24th September, 2020.

Accordingly, the Board recommends the resolution for reappointment of Mrs. Indra Prem Menon as Lady Independent, Non- Executive Director for the approval by the shareholders of the Company by way of Ordinary Resolution.

The disclosures under Regulation 36(3) of SEBI-LODR and Secretarial Standards SS-2 of ICSI are appended.

None of the Directors, Key Managerial Personnel and their relatives other than Mrs. Indra Prem Menon and her relatives are, in any way, concerned or interested in the said resolution.

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

As recommended by the Audit Committee and the Board at its meeting held on 07th June, 2021, re-appointed 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. 1,00,000/- (Rupees One Lakhs Only) as remuneration payable for the financial year 2021-22, subject to ratification by the shareholders of the Company.

In terms of Section 148 (3) of the Companies 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 Annual General Meeting 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.

By order of the Board of Directors
For **Yuken India Limited**

Place: Bengaluru
Date: 07th June, 2021

C P Rangachar
Managing Director
(DIN: 00310893)

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

Particulars	Mr. Hideharu Nagahisa	Mrs. Indra Prem Menon
Date of Birth.	04/02/1955	26/09/1959
Date of Appointment.	23/08/2017	24/09/2020
Qualifications	Graduate in Commercial Science from Hitotsubashi University, Japan.	➤ Graduated in Liberal Arts from Mount Carmel College. ➤ Law Graduate from Madras Law College.
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 onwards - President of Yuken Kogyo Co., Ltd.	➤ Managing Director of Senapathy Whiteley Private Limited. ➤ Managing Director of Lakshmanan Isola Pvt. Ltd. ➤ She is Board member of many Companies covering, Hospitality, Finance, Films etc. ➤ She is associated with a number of Trade Bodies and Industrial Associations. She is presently active member of Indian Electrical & Electronics Manufacturers' Association (IEEMA).
Directorships held in other public companies.	NIL	1 (One)
Membership/Chairmanship of committees of other public companies.	NIL	NIL
No. of Board Meetings attended during the year as a Director.	4 (out of Six meetings held)	2 (out of Six meetings held)
Remuneration last drawn (FY 2020-21) (sitting fees and commission).	Rs.1.19 lakhs.	Rs. 1.03 lakhs.
Remuneration sought to be paid.	Sitting fees as approved by the Board of Directors within the limits of the applicable laws and Commission as approved by the Board.	Sitting fees as approved by the Board of Directors within the limits of the applicable laws and Commission as approved by the Board.
No of shares held in the Company.	NIL	NIL
Relationship with other Directors and Key Managerial Personnel of the Company.	NIL	NIL