



CIN: L29150KA1976PLC003017

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

Contact: +91 9731610341

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POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

VOTING STARTS ON	VOTING ENDS ON
Thursday, 29 th May 2025 at 9:00 a.m. (IST)	Friday, 27 th June 2025 at 5:00 p.m. (IST)

Dear Members,

Notice is hereby given pursuant to the provisions of Section 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Rule 20 and 22 of Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA'), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below is proposed to be passed by the members of the Company (as of the Cut-off date) through Postal Ballot by way of voting through electronic means ("Remote e-voting"). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

The explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice ("the Notice" or "the Postal Ballot Notice").

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

- 1) The Board of Directors of the Company at the meeting held on 22nd April, 2025 and 23rd of May, 2025 appointed Mr. Abhishek Baradwaj AB, Practicing Company Secretary (**FCS: 8908 & COP No. 13649**) representing AAA & Co., Company Secretaries, as Scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-voting process in a fair and transparent manner in accordance with the provisions of the Act and the rules made thereunder. He has communicated his willingness for such appointment and will be available for the same.

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 Circulars. **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 27th June 2025. Remote e-Voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

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 Sunday, 29th June 2025. 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 last date of e-voting, i.e. Friday, 27th June, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority:

1. TO RE-APPOINT MR. C P RANGACHAR (DIN: 00310893) AS THE MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS WITH EFFECT FROM 01ST MAY 2025:

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

"RESOLVED THAT subject to Sections 196,197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013), read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, and all other applicable provisions if any, of the Act, or any statutory modifications or re-enactment thereof, as recommended by Nomination and Remuneration Committee, the approval of shareholders be and is hereby accorded for the re-appointment of Mr. C P Rangachar (DIN: 00310893) who has already attained the age of 70 years, as the Managing Director of the Company for a period of 5 (Five) years with effect from 01st May, 2025 and for payment of remuneration for the first 3 (Three) years of his appointment upon such terms and conditions as set out in the explanatory Statement annexed to this Notice."

"RESOLVED FURTHER THAT Mr. C P Rangachar (DIN: 00310893) - Managing Director of the Company shall have substantial powers of management of the affairs of the Company, in accordance with the Articles of Association of the Company, the provisions of the Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and such powers and duties that may be vested upon him by the Board, from time to time."

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

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

To consider and, if thought fit to pass, with or without modification (s), 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 ("SEBI ICDR Regulations"), Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended

("Takeover Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time ("Listing Regulations"), the listing agreements entered into by the Company with stock exchanges where the shares of the Company are listed ("Stock Exchanges"), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended 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 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, of 5,84,000 (Five Lakh Eighty Four Thousand only) equity shares of the Company having face value of ₹ 10.00 each, at a price of ₹ 1,026 (Rupees One Thousand Twenty Six only) per equity share ("Issue Price") including premium of ₹ 1,016/- (Rupees One Thousand Sixteen only) each payable in cash, which is not less than the floor price as determined as on the relevant date in accordance with Chapter V of the SEBI ICDR Regulations to the proposed allottee for a total consideration of ₹ 5,991.84 lakhs (Rupees Fifty Nine Crores Ninety One Lakhs Eighty Four thousand only) on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit, to the one of the Promoter of the Company ("Proposed Allottee") as mentioned below ("Preferential Allotment"):

Name, PAN, Category and Address of the Proposed Allottee	Maximum No. of Shares to be allotted
Yuken Kogyo Company Limited PAN: AAACY1160E Category: Promoter Address: 4-4-34, Kamitsuchidananka, Ayase, Kanagawa, 252-1113, Japan	5,84,000 Equity Shares of ₹10.00 each, at a price of ₹1,026 (including premium of ₹1016) per Equity Share aggregating ₹ 5,991.84 lakhs (Rupees Fifty Nine Crores Ninety One Lakhs Eighty Four Thousand only)

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 the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations and other applicable laws is Wednesday, May 28, 2025, 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. Friday, June 27, 2025, to consider the proposed preferential issue.

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:

- 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.
- The price determined above shall be subject to appropriate adjustments as permitted under the SEBI ICDR Regulations, rules, regulations and laws, as applicable from time to time.
- 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.

- 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 SEBI ICDR Regulations and any other applicable law for the time being in force.
- 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.
- 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 Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended 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 Exchanges 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 SEBI 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 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, making applications to the stock exchanges for obtaining in-principle approvals, listing of shares and other activities as may be necessary for obtaining listing and trading approvals, filing requisite documents with the Ministry of Corporate Affairs and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of the Equity Shares, and 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.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects. By the Order of Board of Directors".

Registered Office:

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

Email: suchithra.r@yukenindia.com

Website: www.yukenindia.com

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

**Suchithra R
Company Secretary & Compliance Officer
ACS: 70262
Place: Bengaluru
Date: 28th May 2025**

Notes:

- 1) The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 ("the Act") setting out the material facts and reasons in respect of the resolution as set out above, is annexed hereto and forms part of this Notice.
- 2) Pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder and General Circular No. 09/2024 dated 19th September, 2024, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 issued by the Securities and Exchange Board of India ("SEBI") ("the Circulars"), companies have an option to seek the approval of the Members through Postal Ballot (via remote e-voting) for the above-mentioned resolution, instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.
- 3) Dispatch of Postal Ballot Notice through electronic mode

In accordance with the provisions of the circulars, this Notice is being sent through email only to Members whose email IDs are registered with KFin Technologies Limited ("KFin"), Registrar and Share Transfer Agent ("RTA") of the Company, National Securities Depository Limited ("NSDL") and / or Central Depository Services (India) Limited ("CDSL") (collectively referred to as Depositories or NSDL / CDSL) as at close of business hours on Friday, 23rd May, 2025, ("cut-off date"). As per the Circulars, physical copies of the 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. In respect of those members who have not registered their e-mail IDs, the Company has mentioned the documents to be provided to KFin hereunder.

Members may note that the Notice will be available on the Company's website www.yukenindia.com, website of the Stock Exchanges i.e. BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively and on the website of KFin at <https://evoting.kfintech.com>.

4) Registration of e-mail ID

Members who have not registered their email IDs are requested to do so at the earliest. Members holding shares in:

- Electronic mode can register their email ID by contacting their respective Depository Participant(s) ("DP").
- Physical mode can register their email ID with the Company or KFin. Requests can be emailed to csyil@yukenindia.com or einward.ris@kfintech.com or by registering with the first holder PAN at <https://kprism.kfintech.com/signup>. Existing users can login through KPRISM (<https://kprism.kfintech.com/>). All updation has to be done through ISR Forms as prescribed by SEBI.

5) Members whose names appears in the Register of Members / List of Beneficial Owners as on the cut-off date

only i.e., 23rd May 2025 shall be entitled to vote on the resolution set out in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.





6) Instructions for remote e-voting

- i. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the Company is providing facility to the Members to exercise voting through electronic voting system ("remote e-voting") on the e-voting platform provided by KFin. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote e-voting forms part of this Notice.
- ii. Facility to exercise vote through remote e-voting will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
Thursday, 29th May 2025 at 9:00 a.m. (IST)	Friday, 27th June 2025 at 5:00 p.m. (IST)

- iii. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- iv. During the above period, Members of the Company holding shares either in physical form or in dematerialised form, as on 23rd May 2025, i.e., cut-off date, may cast their vote by remote e-voting.
- v. Mr. Abhishek Baradwaj AB, Practicing Company Secretary (FCS: 8908 & COP No. 13649) representing AAA & Co., Company Secretaries is appointed as the Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of remote e-voting will be final.
- vi. The process and manner for remote e-voting is as under:
 - a. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular") the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFin, on the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below.
 - b. E-voting process has been enabled for 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.
 - c. 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. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
 - d. The process and manner of remote e-voting is explained below:
 - i. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
 - ii. Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Member	Login
Individual Members holding securities in demat mode with NSDL	<p>1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. Existing Internet-based Demat Account Statement ("IDeAS") facility Users:</p> <ol style="list-style-type: none"> Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. Click on company name i.e. 'Yuken India Limited' or ESP i.e. KFin. Members will be re-directed to KFin's website for casting their vote during the remote e-voting period. <p>3. Those not registered under IDeAS:</p> <ol style="list-style-type: none"> Visit https://eservices.nsdl.com for registering. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL https://www.evoting.nsdl.com. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. Click on company name i.e Yuken India Limited or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>

Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Electronic Access To Securities Information ("Easi/ Easiest") facility:</p> <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. Click on New System Myeasi. Login to Myeasi option under quick login. Login with the registered user ID and password. Members will be able to view the e-voting Menu. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. <p>2. User not registered for Easi/ Easiest</p> <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. After successful registration, please follow the steps given in point no. 1 above to cast your vote. <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <ol style="list-style-type: none"> Visit www.cdslindia.com. Provide demat account number and PAN. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. 'Yuken India Limited' or select KFin. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
Individual Members login through their demat accounts / website of DPs	<ol style="list-style-type: none"> Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. Once logged-in, Members will be able to view e-voting option. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. Click on options available against 'Yuken India Limited' or 'KFin'. Members will be redirected to e-voting website of KFin for casting their 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 Members 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 102 0990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625, 022-62343626, 022-62343259

II. Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFin 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://emeetings.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) 8795, 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 KFin 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, e-mail 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., '8795 Limited' 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. In case you do not desire to cast your vote, 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, 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.

General Guidelines for Members:

1. 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 signatures of the duly authorised signatory(ies) who are authorised to vote on their behalf. The documents should be emailed to einward.ris@kfintech.com with the subject line "Yuken India Limited Postal Ballot 2025".
2. In case of any query and/ or assistance required, Members may refer to the Help & Frequently Asked Questions ("FAQs") available at the download section of <https://evoting.kfintech.com> or contact KFin at the email ID evoting@kfintech.com or call KFin's toll free No.: 1800 309 4001 for any further clarifications/ technical assistance that may be required.

Explanatory statement pursuant to Sections 102 of the Companies Act, 2013

1. To Re-appoint Mr. C P Rangachar (DIN: 00310893) as the Managing Director of the Company for a period of 5 (Five) years with effect from 01st May, 2025:

The present term of office of Mr. C P Rangachar - Managing Director of the Company expired on 30th April, 2025, the Board of Directors at their meeting held on 22nd April 2025 has re-appointed him as the Managing Director for a further period of 5 years with effect from 01st May, 2025 to 30th April 2030, on the recommendations of the Nomination and Remuneration Committee, and has recommended the same for the approval of Shareholders of the Company.

Since he attained the age of 70 years, he is required to be re-appointed as the Managing Director with the approval of the shareholders through a special resolution as per the provisions of the Companies Act, 2013 and SEBI Listing Regulations

Hence, he is proposed to be re-appointed as the Managing Director of the Company for a further term of 5 years subject to the provisions of section 196, 197 and Schedule V of the Companies Act, 2013.

Terms of appointment:

1. Term of office will be from 01st May, 2025 to 30th April 2030.
2. Remuneration for an initial period of 3 years will be paid as recommended by the Nomination and Remuneration Committee.

Information as required under Section (II) (B) (iv) of Part II of Schedule V of the Act:

A. General Information

1. **Nature of Industry:** The Company is engaged in the business of design, manufacture, sale and servicing of hydraulic equipment like pumps, valves, power packs, machinery, components and accessories for various applications.
2. **Date of Commencement of Commercial production:** The Company commenced its commercial production on 1st May 1978.
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable**
4. **Financial performance based on given indicators:**

Particulars	31.03.2024 (INR in Lakhs)	31.03.2023 (INR in Lakhs)
Total Revenue	37,097.78	31,995.67
Expenditure before interest, depreciation and tax	33,439.04	29,445.45
Profit/(Loss) before interest, depreciation and tax	3,658.74	2,550.22
Finance cost	619.07	764.06
Depreciation	944.00	775.48
Profit/(Loss) Before Tax	2,095.67	1,010.68
Exceptional item	-	238.57
Profit before tax after exceptional item	2,095.67	1,249.25
Provision for Taxation (Net of deferred tax)	636.38	499.09
Profit/(Loss) After Tax	1,425.08	750.16

5. **Foreign investments or collaborations, if any:** The Company has been established in collaboration with Yuken Kogyo Company Limited, Japan, one of the Promoters of the Company who hold 44.62% equity shares in the Company.

B. Information about Mr. C P Rangachar:

1. Background details:

Mr. C P Rangachar is an Electrical Engineer from BITS, Pilani in the year 1964. He entered plastic business immediately after his graduation. He had extensive training in Plastics Technology in Europe, US & Japan. He was Involved in a wide range of activities including Technology Transfer, Capital Equipment and Collaborations.

In 1976, Promoted Yuken India Limited, Joint venture with Yuken Kogyo Co. Ltd, Japan, and functioned as its director from inception and acted as Managing Director from 1978. During his tenure a Company has emerged as one of the leading manufacturers and suppliers of Hydraulics equipment in India. As a Managing Director he devoted his whole time and attention towards the business in the best interest of the Company and its stakeholders.

He is Promoter Chairman of SAI India Ltd, subsidiary of SAI s p a - Italy. Director on Board of other Limited/Private Companies. He is actively associated with various professional bodies.

He held/holding the following positions in various organizations:

- Past Member Industrial Development Bank of India - Southern Regional Advisory Committee – 1997 - 99.
- Past Chairman CII – Southern Region 1998-99,
- Past Chairman CII Fluid Power Division;
- Past Chairman CII - National Council for Small and Medium Industry
- Past President, Indian Machine Tool Manufacturers' Association [IMTMA]
- Past President, IMTMA Machine Tool Industry Park.
- Independent Director in Natural Capsule Limited.
- Holding the Directorship in Grotek Enterprises Private Limited and Yuflow Engineering Private Limited, Subsidiary of Yuken India Limited.
- Holding the Directorship in Benefic Investment and Finance Company Private Limited, Bourton Consulting (India) Private Limited and Sai India Limited.
- Currently serving on Committees of IMTMA and CII Institute.

Mr. C P Rangachar is Organizer and Faculty for many Events, Seminars, Published several articles in India & abroad.

2. Past Remuneration:

Total Gross Remuneration drawn during 2023-24 – Rs. 1,17,32,187.

3. Recognition or awards:

IMTMA – BFW Lifetime Contribution Award.

4. Job profile and his suitability:

Mr. C P Rangachar promoted Yuken India Limited (YIL) in collaboration with Yuken Kogyo Company Limited (YKC), Japan, and has been its Managing Director since 1st May 1978. During his tenure, Company has emerged as one of the leading manufacturers and suppliers of hydraulic machines in India and maintained its position in the industry. As Managing Director, he shall devote his whole time and attention towards the business in the best interests of the Company and its stakeholders.

5. Proposed Remuneration:

Basic salary	In the scale of Rs. 7,50,000 – Rs. 10,00,000 per month with authority to Nomination and Remuneration Committee and Board of Directors of the Company to fix such annual increments as it deems fit.
Commission on Net Profits	As may be determined by the Board of Directors subject to overall remuneration not exceeding 5% of the net profits of the Company.

Perquisites	
Housing	Free Furnished Accommodation.
Gas, Electricity, Water	Actuals.
Medical reimbursement	Self and Family at Actual.
Leave Travel Allowance	Self and Family once a year. Actual reimbursement.
Club Fees	Subject to a maximum of two clubs. No life membership.
Health Insurance/ Personal Accident Insurance	As per Company's rules
Provident Fund	As per Company's rules
Superannuation	As per Company's rules
Gratuity	Half month's salary for each completed year of service.
Motor Car	Free use of car with driver
Telephone/Mobiles	Free telephone at residence and mobile phone facility for self-use.
Earned Leave	One month's leave with full pay and allowances for every completed 11 months of service
Encashment of Leave	Leave accumulated and not availed of during his term as Managing Director may be allowed to be encashed at the end of his term.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Since the Company falls under unique segment of Hydraulics, the comparative remuneration profile with respect to industry, size of the Company, profile of the position and persons are not available and hence not comparable. However, Companies of similar size are paying their Managerial Personnel above Rs. 10 lakhs per month.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. C P Rangachar as an individual member and along with his family members, is holding less than 1% of equity shares of the Company.

C. Other Information: NA

ANNEXURE TO POSTAL BALLOT NOTICE

Details of Directors seeking appointment/re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India

Name of the Director	C P Rangachar
DIN	00310893
Date of Birth (Age)	23/07/1942
Date of appointment	22/04/2025
Qualifications	Electrical Engineer from BITS
Experience and Expertise in the specific functional area	He had extensive training in Plastics Technology in Europe, US & Japan. He was Involved in a wide range of activities including Technology Transfer, Capital Equipment and Collaborations.
Terms and condition of the re appointment	5 years
Details of remuneration sought to be paid	In the scale of Rs. 7,50,000 – Rs. 10,00,000 per month with authority to Nomination and Remuneration Committee and Board of Directors of the Company to fix such annual increments as it deems fit.
Remuneration last drawn	Rs. 1,17,32,187 PA
Date of first appointment on the Board	01/05/1978
Shareholding in the Company	0.65%
Relationship with the other Directors, manager and other key managerial personnel of the Company	NIL
Number of meetings of the Board attending during the year and other Directorship	5 Board meetings
No of Membership and chairmanship of the Committees of the other Boards	-
Names of listed entities in which the person also holds directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years; and	Natural Capsules Limited

In view of the above, approval of members is sought for payment of the remuneration (as detailed hereinabove) to Mr. C P Rangachar for 3 years period of his present tenure i.e. for the period from 1st May 2025 to 30th April 2028:

None of the Directors or KMP except Mr. C P Rangachar – Managing Director and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No.1 of this Postal Ballot Notice.

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

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 ("SEBI 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 the Proposed Allottee as mentioned below.

In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 and Regulation 160 of the SEBI ICDR Regulations, approval of the Members by way of a Special Resolution is required to issue shares on preferential basis. The disclosures as required under Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the PAS Rules and Regulation 163(1) of Chapter V of the SEBI ICDR Regulations and as per Companies Act, 2013, 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 58,00,000 Equity Shares of face value of ₹10.00 each, representing 44.62% 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 have approved the issue of 5,84,000 Equity shares of ₹10.00 each, at a minimum issue price of ₹ 1,026 (Rupees One Thousand Twenty Six only) (“**Issue Price**”) (including premium of ₹1016) per share (“**Equity Shares**”) payable in cash, which is not less than the floor price as determined as on Relevant Date in accordance with Chapter V of SEBI ICDR Regulations on preferential basis for a total consideration of ₹5,991.84 lakhs (Rupees Fifty Nine Crores Ninety One Lakhs Eighty Four Thousand only) to Yuken Kogyo Company Limited (“**Proposed Allottee**”) as the Board of the Company may determine in the manner detailed hereafter (“**Preferential Allotment**”):

Name, PAN, Category and Address of the Proposed Allottee	Maximum No. of Shares to be allotted
Yuken Kogyo Company Limited PAN: AAACY1160E Category: Promoter Address: 4-4-34, Kamitsuchidananka, Ayase, Kanagawa, 252-1113, Japan	5,84,000 Equity Shares of ₹10.00 each, at a price of ₹1,026 (including premium of ₹1016) per Equity Share aggregating ₹ 5,991.84 lakhs (Rupees Fifty Nine Crores Ninety One Lakhs Eighty Four Thousand only)

Consequently, the Board also recommends the resolution as set out above to be passed by the Members as a special resolution.

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) Issue Size, Kinds of securities offered, Maximum number of shares to be issued and rate of dividend and the Issue Price at which the allotment is proposed:

The Company proposes to issue and allot 5,84,000 fully paid up equity shares of ₹10.00 each of the Company at a price of ₹ 1,026 (“**Issue Price**”) (including a premium of ₹1016) per share, aggregating to ₹ 5,991.84 lakhs payable in cash, which is not less than the floor price as determined as on the relevant date in accordance with Chapter V of the SEBI ICDR Regulations .

d) Basis or justification on which the price (including premium, if any) has been arrived at and name and address of the valuer who performed valuation:

The pricing of equity shares of the Company for the purpose of preferential allotment is in accordance with the Chapter V of SEBI ICDR Regulations.

The Floor Price is determined in accordance with the higher of the floor price computed under Regulation 164(1) of SEBI ICDR Regulations and Regulation 166A(1) of SEBI ICDR Regulations.

Regulation 164(1) of SEBI ICDR Regulations: 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 SEBI 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 SEBI ICDR Regulations.

In terms of Regulation 164(1) of the SEBI ICDR Regulations, the floor price at which the Equity Shares shall be issued and allotted shall not be less than 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. 853.00; 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. 1,025.32.

In terms of Regulation 164(1) of the SEBI ICDR Regulations, the floor price is ₹ 1,025.32 per share.

Regulation 166A(1) of SEBI ICDR Regulations: Articles of Association of the Company do not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

However, in terms of the SEBI ICDR Regulations, the Company has taken Valuation Report dated May 23 and May 28, 2025 from Mr. Ramgopal Krishnamurthy, an Independent Registered Valuer, ((IBBI) Reg No. [IBBI/RV/11/2021/14382) and Chartered Accountant with ICAI M. No. 026091 and address - 303, B-7, L&T South City Arekere Mico Layout Bangalore- 560076) and the copy of the same shall be accessed website of the Company at the link www.yukenindia.com/wp-content/uploads/2025/05/YUKEN-FINAL-28.5.25_Valuation-report.pdf. As per the Valuation Report the price per equity shares of the Company is ₹ 1,025.32 per share.

Further, in terms of Regulation 166A(1) of SEBI ICDR Regulations, the floor price shall be higher of the Floor Price determined under Regulation 164(1) of the SEBI ICDR Regulations, or the price determined under the valuation report from the independent registered valuer. There is no provision of the Articles of Association of the Company for determination of the Floor Price. Accordingly, the Floor price is ₹1,025.32 as per the valuation report stated above.

The Issue Price of the Equity Shares to be allotted on preferential basis is ₹1,026 per share which is not be 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 SEBI ICDR Regulations, 'Relevant Date' for determining the floor price for the preferential issue is May 28, 2025, 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 27, 2025.

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

The Company intends to raise an amount of ₹ 59,91,84,000 by the way of this Preferential Allotment at minimum Issue Price of ₹ 1,026/- per Equity Share payable in cash.

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 and such status remain same post preferential allotment of Equity Shares. In other words, there shall be no change in the status of Proposed Allottee pre and post allotment of Equity Shares.

i) Intention of promoters, directors or key managerial personnel of the Company to subscribe to the proposed preferential issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects:

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 SEBI 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, one of the promoter of the Company. Considering the ownership structure of Yuken Kogyo Company Limited, the shareholder with highest holding is registered with 5.48% of the total capital of Yuken Kogyo Company Limited. Hence, in terms of Shareholding there are no Ultimate Beneficial Owner ("UBO") and therefore, Mr. Hideharu Nagahisa (PAN: BYYPN3457N), President of Yuken Kogyo Company Limited being the senior managing official is designated as the UBO as per SEBI Circular CIR/MIRSD/2/2013 dated January 24, 2013.

- 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 Proposed Allottee i.e. Yuken Kogyo Company Limited (PAN: AAACY2897C) in the Company, prior to and after the proposed preferential issue, are as under:

Pre-Preferential Issue		The maximum number of Equity shares proposed to be allotted	Post-Allotment of Equity Shares pursuant to the Preferential Issue	
No. of Equity Shares held	Percentage		No. of equity shares to be held	Percentage
58,00,000	44.62%	5,84,000	63,84,000	47.00%

There shall be no change in the Management or control over the Company pursuant to the aforesaid preferential issue. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

- 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.

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in as specified under Regulation 167(6) of the SEBI ICDR Regulations.

- n) Undertaking as to re-computation of price of the specified securities in terms of the provision of these regulations where it is required to do so and other undertakings and lock-in of specified securities:

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 SEBI ICDR Regulations governing re-computation of the price of Equity Shares shall not be applicable.

However, the Company shall re-compute the Issue Price of the Equity Shares to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI 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) The Number of persons to whom allotment on preferential basis has been made during the year in terms of number of securities as well as price:

The Company has not made any preferential issue of securities during the year.

- p) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer and name and address of valuer who performed valuation:

Not Applicable as the allotment will be made for cash

q) Other disclosures:

- The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- None of the Company, its Directors or Promoters have been declared as willful defaulter or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations are not applicable.
- The Company has obtained the Permanent Account Number (PAN) of the Proposed Allottee.
- The Company shall be making application seeking in-principle approval to the Stock Exchanges, where its equity shares are listed, on the same day when this notice will be sent seeking shareholders' approval by way of special resolution.
- Neither the Company nor any of its directors and/ or Promoters is a fugitive economic offender as defined under the SEBI 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 2024-25.
- The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the depositories.
- The Equity Shares held by the Proposed Allottee in the Company are in dematerialized form only.
- No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year.
- The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.
- The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

r) The proposed investment is in accordance with Rule 14(1) of the PAS Rules, where no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

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

Please refer Annexure-I to this Notice for details.

t) SEBI Takeover code:

In the present case the Proposed Allottee would not attract open offer under Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges.

u) Holding of shares in demat form, non-disposal of shares by the Proposed Allottee and lock-in period of shares:

The entire shareholding of the Proposed Allottee in the Company, if any is held by them in dematerialized form. The Proposed Allottee has not sold their shares during the 90 trading days prior to the relevant date and are eligible for allotment of equity shares on preferential basis. Further, none of the person belonging to the Promoter/Promoter Group have sold/transferred their Equity Shares held in the Company during the 90 (ninety) trading days preceding the relevant date. The Proposed Allottee has Permanent Account Number.

The entire pre preferential allotment shareholding of such allottee shall be under lock-in as required under Regulation 167 of SEBI ICDR Regulations.

v) Listing:

The Company will make an application to BSE and NSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

w) Compliances:

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

x) Monitoring Agency:

Since the issue size is below One hundred Crores Rupees, the appointment of Credit Rating Agency registered with SEBI is not required pursuant to Regulation 162A of SEBI ICDR Regulations.

y) 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 Chapter V of SEBI ICDR Regulations and shall be made available for inspection by the Members and the same shall also be accessed website of the Company at the link www.yukenindia.com/wp-content/uploads/2025/05/Compliance-Certificate-under-ICDR-Regulations-Signed.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 SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity 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. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice.

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

**Suchithra R
Company Secretary & Compliance Officer
Place: Bangalore
Date: 28th May 2025**

Registered Office:

No. 16-C, Doddanekundi Industrial Area II Phase,
Mahadevapura, Bangalore-560048, Karnataka
CIN: L29150KA1976PLC003017
Email: suchithra.r@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 02, 2025)		Proposed Issue	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	0.83		1,08,400	0.80
	Bodies Corporate	13,91,808	10.71		13,91,808	10.25
2	Foreign Promoters	58,00,000	44.62	5,84,000	63,84,000	47.00
	Sub-total (A)	73,00,208	56.16	5,84,000	80,00,208	58.74
B	Non-Promoters holding					
1	Institutional Investors					
	Mutual Funds/UTI	1,21,830	0.94	-	1,21,830	0.90
	Alternate Investment Funds	92,321	0.71	-	92,321	0.68
	Foreign Portfolio Investors	5,747	0.04	-	5,747	0.04
	Financial Institutions/Banks	-	-	-	-	-
	Insurance Companies	-	-	-	-	-
2	Non-Institution					
	NBFCs registered with RBI	-	-		-	-
	Bodies Corporate (including Clearing Members & LLP)	7,80,796	6.01	-	7,80,796	5.75
	Directors and relatives	-	-	-	-	-
	Indian Public (Individual & HUF)	45,39,283	34.92	-	45,39,283	33.42
	Government					
	Others:					
	NRIs					
	IEPF	60,682	0.47	-	60,682	0.45
	Trust	4,200	0.03	-	4,200	0.03
	Foreign Companies					
	Foreign Nationals, FPI (Individual) and Overseas Bodies Corporates	94,933	0.73	-	94,933	0.70
	Sub-Total (B)	56,99,792	43.84	--	56,99,792	41.96
C	Non-Promoter-Non-Public Shareholder	-	-	-	-	-
1	Custodian /DR Holder	-	-	-	-	-
	Sub-Total (C)	-	-	-	-	-
	GRAND TOTAL	1,30,00,000	100.00	5,84,000	1,35,84,000	100.00