



YUKEN INDIA LIMITED

**40th ANNUAL REPORT
2015-16**

**YUKEN INDIA LIMITED
P.B. No. 16, WHITE FIELD ROAD
WHITE FIELD, BANGALORE - 560 066**

BOARD OF DIRECTORS	Mr. Osamu Tanaka – Chairman Mr. Shiro Hattori Mr. R Srinivasan Capt. N S Mohanram Dr. Premchander Mr. C P Rangachar – Managing Director Mrs. Vidya Rangachar
CHIEF FINANCIAL OFFICER	Mr. H M Narasinga Rao
COMPANY SECRETARY	Ms. Sridevi Chintada
BANKERS	1. State Bank of India 2. Bank of Tokyo Mitsubishi UFJ Ltd. 3. Mizuho Bank Ltd. 4. HDFC Bank Ltd.
AUDITORS	M/s. Deloitte Haskins & Sells Chartered Accountants
REGISTERED OFFICE (From 01st July, 2016)	No. 16-C, Doddanekundi Industrial Area, II Phase, Mahadevapura, Bangalore – 560048.
HYDRAULIC DIVISION	PB No. 16, Whitefield Road, Whitefield, Bangalore - 560 066. Survey No. 11, 12, 17 & 18, Koppathimmanahalli Village, H. Hoskote Gram Panchayat, Lakkur Hobli, Malur Taluk, Kolar District, Karnataka – 563 130. No. 6/13, Industrial Area, Kirti Nagar, New Delhi – 110 015.
FOUNDRY DIVISION	No. 16-C, Doddanekundi Industrial Area, II Phase, Mahadevapura, Bangalore – 560048. Sy No. 52, Khatha No. 84/171, 85/172, Hedegabanahalli Village, Madivala Post, Malur Taluk, Kolar Dist – 569 130.
GEAR PUMPS DIVISION	Plot No. 57, IDA IV Phase, Patancheru, Medak Dist, Hyderabad – 502 319.
SALES OFFICES	26 A, Community Centre, Mayapuri, New Delhi – 110 064. Indra Prastha, #46A, Madan Mohan Malaviya Sarani, Ground Floor, Kolkata – 700 020. H-4, Ansa Industrial Premises, Sakivihar Road, Sakinaka, Andheri(E), Mumbai – 400 072. B-80, 2nd Cross, 1st Phase, Peenya Industrial Area, Bangalore – 560 058.

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NOTICE

NOTICE is hereby given that the Fortieth Annual General Meeting of the members of Yuken India Limited will be held at Woodlands Hotel Pvt. Ltd., No. 5, Raja Ram Mohan Roy Road, Bangalore - 560025 on Wednesday, the 21st September, 2016 at 10.00 AM to transact the following business:

A. ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet of the Company as at March 31, 2016, the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Mr. Shiro Hattori (DIN: 06939850) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, as Auditors and to fix their

remuneration and to consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions if any of the Companies Act, 2013 and rules made thereunder, and pursuant to the recommendations made by the Audit Committee of the Board of Directors of the Company and pursuant to the resolution passed by the members of the Company in its 38th Annual General Meeting held on 09th September, 2014, the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration No. 008072S) as Auditors of the Company be and is hereby ratified to the effect that they shall hold office until the conclusion of Forty First Annual General Meeting of the Company to be held in the year 2017, and the Board of Directors be authorized to fix their remuneration for the year ending 31st March, 2017.”

REGISTERED OFFICE:

P B No. 16,
Whitefield Road,
Whitefield,
Bangalore - 560 066.

Place: Bangalore

Date: 28th May, 2016

By order of the Board

C P Rangachar
Managing Director

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself/herself and such proxy need not be a member of the Company. The instrument appointing proxy in order to be effective should be lodged at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, the 17th September, 2016 to Wednesday, the 21st September, 2016 (both days inclusive) for determining the names of members eligible for dividend on equity shares, if declared at the meeting.
3. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 15 days in advance from the date fixed for the Annual General Meeting to enable the Management to keep the information ready.
4. Members are requested to intimate to the Company changes, if any, in their registered addresses at an early date.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend through ECS. In case of any change in the bank particulars, kindly contact the respective depository accounts for effecting the changes.
7. 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.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days between 11.00 am and 1.00 pm up to the date of the meeting.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic format, therefore, are requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Karvy.
- 10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address to facilitate easy and faster dispatch of all communications including Annual Report, Notices, Circulars, etc., from the Company electronically.**
- 11. Voting through electronic means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing the members facility to exercise their right to vote at the 40th Annual General Meeting by electronic means through e-voting services provided by Karvy Computershare Pvt. Ltd. Members whose names appear in the Register of Members as on 16th September, 2016 i.e., the date prior to the commencement of Book Closure are entitled to vote on the Resolutions set forth in this Notice.

PROCEDURE FOR E-VOTING

1. In case of member receives an e-mail from Karvy [applicable to members whose e-mail IDs are registered with the Company / Depository Participant(s)]
 - (i) The said e-mail contains your user ID and Password / PIN for e-voting. Please note that the password is an initial password.
 - (ii) To use the following URL for remote e-voting: <https://evoting.karvy.com>
 - (iii) Enter the login credentials (please refer to the user id and initial password mentioned in the Attendance Slip / via e-mail forwarded through electronic notice.)

User -ID	For Shareholder(s)/Beneficial Owner(s) Holding Shares in Demat Form:- For NSDL:- 8 characters DP ID followed by 8 Digits Client ID For CDSL:- 16 Digits Beneficiary ID For Members holding shares in Physical Form:- Folio Number registered with the Company
Password	Your unique password is printed on the AGM Attendance slip / via e-mail forwarded through the electronic notice.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- (iv) After entering the details appropriately, click on LOGIN.
- (v) You will reach the Password change menu wherein you are required to mandatorily change your password. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *,#,@ etc.). Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, e-mail ID etc., on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) You need to login again with the new credentials.
- (vii) On successful login, system will prompt to select the "EVEN" (E-voting Event Number) i.e., Yuken India Limited (the number is provided in the Attendance Slip / via e-mail forwarded through the electronic notice). However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your vote.
- (viii) On the voting page, you will see Resolution Description against the same and enter the number

of shares as on the cut-off date 16th September, 2016 under FOR/AGAINST or alternately you may enter partially any number FOR and partially AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.

- (ix) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote click on "CANCEL" and accordingly modify your vote.
 - (x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xi) Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send the scanned copy (PDF format) of the relevant Board Resolution/Authority letter etc., together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@yukenindia.com or evoting@yukenindia.com with a copy to evoting@karvy.com.
2. In case a member receives physical copy of the notice of AGM (applicable to members whose e-mail IDs are not registered with the Company / Depository Participant(s) are requesting physical copy)
 - (i) Enter the login credentials (please refer to the user id and initial password mentioned in the attendance slip of the AGM.
 - (ii) Please follow all steps from Sl.No.1 (i) to (xi) above, to cast vote.
 3. The e-voting period commences on 18th September, 2016 at 9.00 am and will end at 5.00 pm on 20th September, 2016. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September, 2016, may cast their vote electronically. The e-voting module will be disabled on 20th September, 2016 at 5.00 pm.

Other Instructions:

- (i) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the "downloads" section of <https://evoting.karvy.com>.

- (ii) If you are already registered with Karvy Computershare Pvt. Ltd. for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (iii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communications.
- (iv) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 16 September 2016.
- (v) Mr. Abhishek Bharadwaj A B, Practising Company Secretary (Membership No. ACS 24229) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (vi) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (vii) The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.yukenindia.com and on the website of Karvy Computershare Pvt. Ltd. within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
13. Electronic copy of the Notice of the 40th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail Ids are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

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

Particulars	Mr. Shiro Hattori
Date of Birth	20/09/1947
Date of Appointment	09/09/2014
Qualification	Graduate in Mechanical Engineering.
Expertise	Joined Yuken Kogyo Co. Ltd., Japan in 1966. Worked in Manufacturing Department till 1980. Worked in R & D for five years. Worked in Quality Assurance Department, Production Department in various capacities for more than 10 years and in 2013, appointed as Managing Director.
Directorships held in other public companies	Nil
Membership/Chairmanship of committees of other public companies	Nil
No. of shares held in the Company	Nil

DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting their 40th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2016.

1. FINANCIAL RESULTS

The Company is carrying on the business of manufacturing of hydraulic valves, pumps, systems and cast iron castings. During the year, the Company has registered a total income of Rs. 19,869 lakhs compared to Rs. 18,610 lakhs of previous year. The Company's financial performance for the year under review along with previous year's figures is given hereunder:

Financial highlights:

(Rs. In Lakhs)

Particulars	2015-16	2014-15
Total Income	19,869	18,610
Total expenditure	18,874	17,677
Profit before interest, depreciation and tax	995	933
Finance cost	503	418
Depreciation	461	458
Profit before Exceptional items and tax	31	57
Exceptional items	-	-
Profit after Exceptional items & before tax	31	57
Provision for taxation (Net of deferred tax)	28	(16)
Profit after tax	03	73
Balance in Statement of profit and loss	4,623	4,623
Amount available for appropriation	4,626	4,696
Appropriations:		
Depreciation on transition to Schedule II of the Companies Act, 2013	-	15
General reserve	-	4
Proposed dividend	30	45
Tax on proposed dividend	6	9
Balance carried to Balance Sheet	4,590	4,623
Total	4,626	4,696

2. THE EXTRACT OF ANNUAL RETURN (FORM MGT-9)

The extract of Annual Return for the financial year 2015-16 pursuant to the provisions of Section 92(3) and Section 134(3)(a) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure-1 and is attached to this report.

3. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR

Five Board Meetings had been held during the financial year, 2015-16 viz., on 09th May 2015, 24th July 2015, 15th September 2015, 04th November 2015 and 05th February 2016.

4. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, the Board hereby submits its Responsibility Statement:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit and loss of the Company for that period;
- (c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The Directors had prepared the annual accounts on a going concern basis;
- (e) The Directors had laid down internal financial controls to be followed by the Company as applicable to listed companies and such internal financial controls are adequate and were operating effectively; and

- (f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

5. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Nomination and Remuneration Policy of the Company pertaining to appointment of Directors, payment of managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other relevant matters as provided under section 178(3) of the Companies Act, 2013 may be accessed on the Company's website, web link of which is as under:

<http://www.yukenindia.com/wp-content/uploads/2016/05/Nomination-Remuneration-Policy.pdf>

6. EVALUATION OF DIRECTORS

Nomination and Remuneration Committee of the Company has formulated a criteria for evaluation of the Board Members. Accordingly performance evaluation of the Board and its members has been carried out.

7. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLOSURES MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR RESPECTIVE REPORTS

There were no qualifications, reservations or adverse remarks made by the Auditors or by the Practicing Company Secretary in their respective reports.

8. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Particulars of Loans, guarantees or investments made under section 186 are furnished as under:

Particulars	Bank	Amount (Rs.)
Corporate Guarantee to Yuflow Engineering Private Limited (Subsidiary)	HDFC Bank Ltd.	220 lakhs
Corporate Guarantee to Coretec Engineering India Private Limited (Subsidiary)	State Bank of India	120 lakhs

The above guarantees are within the limits prescribed under section 186 of the Companies Act, 2013.

No loans have been given during the year.

An investment of Rs. 100 lakhs has been made in Yuflow Engineering Pvt. Ltd., by subscribing to 10 lakh shares of Rs. 10/- each.

9. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

In accordance with the general circular issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, the Statement of Profit & Loss and other documents of the Subsidiary Companies are not being attached to the Balance Sheet of the Company.

The Company will make available the Annual Accounts of the Subsidiary Companies and the related detailed information to any member of the Company who may be interested in obtaining the same. The Annual Accounts of the Subsidiary Companies will also be kept open for inspection by any investor at the Registered Office of the Company and that of the respective Subsidiary Companies. The consolidated financial statements presented by the Company include financial results of its Subsidiary Companies.

The details of financial performance of Subsidiaries and Associate Companies are furnished as under:

(Rs. in lakhs)

Particulars	Coretec Engineering India Pvt. Ltd. (Subsidiary)	Yuflow Engineering Pvt. Ltd. (Subsidiary)	* Sai India Ltd (Associate)	Kolben Hydraulics Ltd. (Associate)	Bourton Consulting (India) Pvt. Ltd. (Associate)
Total Income					
FY 2015-16	778.17	1011.66	1859.86	227.78	70.89
FY 2014-15	718.23	1121.24	1583.15	221.77	64.76
Total expenditure					
FY 2015-16	697.17	1109.61	1699.53	219.65	60.37
FY 2014-15	631.10	1098.44	1438.85	210.64	54.13
Profit before interest, depreciation and tax					
FY 2015-16	81.00	(97.95)	160.33	8.13	10.52
FY 2014-15	87.13	22.80	144.31	11.12	10.63
Finance cost					
FY 2015-16	11.13	28.93	90.66	1.24	0.09
FY 2014-15	11.69	28.57	96.80	1.28	0.60
Depreciation					
FY 2015-16	22.41	27.36	110.45	6.48	3.25
FY 2014-15	27.92	37.34	126.24	8.17	6.19
Profit before Exceptional items, Prior year items and tax					
FY 2015-16	47.46	(154.24)	(40.78)	0.41	7.16
FY 2014-15	47.52	(43.11)	(78.73)	1.68	3.84
Exceptional items					
FY 2015-16	-	(53.00)	-	-	-
FY 2014-15	-	-	-	-	-
Profit after Exceptional items but before prior year items and tax					
FY 2015-16	47.46	(207.24)	(40.78)	0.41	7.16
FY 2014-15	47.52	(43.11)	(78.73)	1.68	3.84
Prior year items					
FY 2015-16	-	-	-	-	-
FY 2014-15	-	-	-	3.00	-
Profit after Exceptional items and prior year items but before tax					
FY 2015-16	47.46	(207.24)	(40.78)	0.41	7.16
FY 2014-15	47.52	(43.11)	(78.73)	(1.33)	3.84
Provision for taxation (Net of deferred tax)					
FY 2015-16	18.70	-	2.49	0.10	2.23
FY 2014-15	6.97	-	(2.86)	(7.56)	1.33
Profit/ (Loss) after tax					
FY 2015-16	28.76	(207.24)	(38.29)	0.51	4.93
FY 2014-15	40.55	(43.11)	(75.87)	6.23	2.51
Earnings per share (in Rs.)					
FY 2015-16	4.64	(19.85)	(4.25)	0.05	3.91
FY 2014-15	6.54	(4.31)	(8.43)	0.64	1.99

Statement containing salient features of financial statements of subsidiaries and associate companies in Form AOC-1 is enclosed herewith as Annexure-2 to this report.

Note: * Consolidated financials include un-audited financials of Sai India Ltd., one of the Associates.