

September 10, 2014

To,
The Chairman
Yuken India Limited,
PB 16, Whitefield Road, Whitefield
Bangalore - 560 066.

Dear Sir,

Sub: Consolidated - Scrutinizer's Report conducted through e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014 and Poll pursuant to Section 109 of the Companies Act, 2013.

I, Abhijith C, Practicing Company Secretary (Certificate of Practice No; 11642), had been appointed as the Scrutinizer by the Board of Directors of M/s. Yuken India Limited pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing e-voting process which was made available to the share holders from September 2, 2014 to September 4, 2014 and scrutinizing the Poll process (Physical Poll) in respect of the resolutions proposed at the 38th Annual General Meeting of the Shareholders of the Company held on September 9, 2014 at 11.00 a.m. at Woodlands Hotel Private Limited, No. 5, Raja Ram Mohan Roy Road, Bangalore 560025.

I had submitted the Scrutinizer's Report dated September 05, 2014 on the result of e voting in respect of the resolutions contained therein.

I now submit my Consolidated Report on the e-voting process and poll conducted at the 38th Annual General Meeting of the Shareholders of the Company in respect of the below mentioned resolutions.

I. Resolution No. 1:-

To consider and adopt the audited Balance Sheet of the company as at March 31, 2014, the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	8	1575705	100%
Poll	45	11306	99.9912%
Total	53	1587011	99.9999%

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	1	1	0.0088%
Total	1	1	0.0001%

(iii) Invalid Votes:

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

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

II. Resolution No. 2:-

To declare a dividend on equity shares.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	8	1575705	100%
Poll	44	11281	99.9911%
Total	52	1586986	99.9999%

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	1	1	0.0089%
Total	1	1	0.0001%

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	NIL	NIL
Poll	1	25
Total	1	25

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



III. Resolution No. 3:-

"RESOLVED THAT M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration No. 008072S), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of Forty First Annual General Meeting to be held in the year 2017, subject to ratification of their appointment at every Annual General Meeting, and on such remuneration as shall be fixed by the Board of Directors."

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	8	1575705	100%
Poll	45	11306	99.9912%
Total	53	1587011	99.9999%

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	1	1	0.0088%
Total	1	1	0.0001%

(iii) Invalid Votes:

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

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

IV. Resolution No. 4:-

"RESOLVED THAT pursuant to Section 152(6), Section 160 and all other applicable provisions of the Companies Act, 2013('the Act') if any, Mr. Osamu Tanaka (holding DIN: 03618881), a Non-executive Non-Independent director, who was appointed as a director of the Company not liable to retirement by rotation in the 35th Annual General Meeting of the Company held on 3rd September, 2011 be and is hereby appointed/continue as a Non-executive Non-Independent director of the Company liable to retirement by rotation and that the consent of the Company be and is hereby accorded to change the status/category/tenure of appointment of Mr. Osamu Tanaka from 'director not liable to retirement by rotation' to 'the director liable to retirement by rotation'."



Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	8	1575705	100%
Poll	45	11306	99.9912%
Total	53	1587011	99.9999%

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	1	1	0.0088%
Total	1	1	0.0001%

(iii) Invalid Votes:

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

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

V. Resolution No. 5:-

"RESOLVED THAT Mr. Shiro Hattori (DIN: 06939850) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation in the vacancy of Mr. Y Mukaide (DIN: 02293643), who retires at this Annual General Meeting."

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	8	1575705	100%
Poll	45	11306	99.9912%
Total	53	1587011	99.9999%



(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	1	1	0.0088%
Total	1	1	0.0001%

(iii) Invalid Votes:

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

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

VI. Resolution No. 6:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013("Act") and the Rules framed thereunder read with schedule IV to the Act, as amended from time to time, and the rules made there under read with Schedule IV to the Companies Act, 2013, Dr. Premchander (DIN: 02415558), be and is hereby appointed as a non-executive and Independent director of the Company who shall hold office for a term of five consecutive years from the conclusion of this Annual General Meeting."

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	8	1575705	100%
Poll	44	11281	99.7701%
Total	52	1586986	99.9984%

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	2	26	0.2299%
Total	2	26	0.0016%



(iii) Invalid Votes:

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

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

VII. Resolution No. 7:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder read with schedule IV to the Act, as amended from time to time, and the rules made there under read with schedule IV to the Companies Act, 2013, R Srinivasan (DIN: 00043658), be and is hereby appointed as a non-executive and Independent director of the Company who shall hold office for a term of five consecutive years from the conclusion of this Annual General Meeting."

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	8	1575705	100%
Poll	42	11267	99.6462%
Total	50	1586972	99.9975%

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	4	40	0.3538%
Total	4	40	0.0016%

(iii) Invalid Votes:

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

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



VIII. Resolution No. 8:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder read with schedule IV to the Act, as amended from time to time, and the rules made there under read with Schedule IV to the Companies Act, 2013, Capt. N S Mohanram (DIN 02466671), be and hereby appointed as a non-executive and Independent director of the Company who hold office for a term of five consecutive years from the conclusion of this Annual General Meeting."

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	8	1575705	100%
Poll	43	11272	99.6905%
Total	51	1586977	99.9978%

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	3	35	0.3095%
Total	3	35	0.0022%

(iii) Invalid Votes:

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

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

IX. Resolution No. 9:-

"RESOLVED THAT in supersession of the resolutions previously passed by the shareholders in this regard and pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the non-executive directors of the Company (i.e., directors other than the Managing Director and/or the Whole-time Directors) be paid, remuneration, in addition to the sitting fee for attending the meetings of the Board of Directors or committees thereof, as the Board of Directors may from time to time determine, not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof for a further period of five years commencing from 1st April, 2014



"RESOLVED FURTHER THAT the Board of Directors of the company 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 this resolution."

Type of Resolution - **Special Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	8	1575705	100%
Poll	41	11266	99.6462%
Total	49	1586971	99.9975%

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	4	40	0.3538%
Total	4	40	0.0025%

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	NIL	NIL
Poll	1	1
Total	1	1

Remarks: Thus, the Special resolution has been passed.

The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

I further wish to inform that the Report of Scrutinizer pursuant to Section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014] with regards to the Poll is being submitted separately in Form No. MGT - 13.

Thanking You,

Yours Faithfully,

Abhijith C

Practising Company Secretary

