

**FORM No.MGT-13**  
**Report of Scrutinizer**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

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

38<sup>th</sup> Annual General Meeting of the Equity Shareholders of Yuken India Limited.

Held on Tuesday, 9<sup>th</sup> day of September, 2014 at 11.00 a.m., at Woodlands Hotel Private Limited, No. 5, Raja Ram Mohan Roy Road, Bangalore 560025.

Dear Sir,

I, Abhijith C, Practicing Company Secretary (Certificate of Practice No; 11642), appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 38<sup>th</sup> Annual General Meeting of the Equity Shareholders of Yuken India Limited. held on Tuesday, 9<sup>th</sup> day of September, 2014 at 11.00 a.m., at Woodlands Hotel Private Limited, No. 5, Raja Ram Mohan Roy Road, Bangalore 560025 hereby submit my report as under:

1. After declaration of the Poll by the Chairman, the ballot box kept for polling was locked in my presence with due identification mark placed on them.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents (R&TA) (M/s Karvy Computershare Private Limited) of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

**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:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
45	11306	99.9912%

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
1	1	0.0088%

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
NIL	NIL

## II. Resolution No. 2:-

To declare a dividend on equity shares.

(i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
44	11281	99.9911%

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
1	1	0.0089%

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
1	25

## III. Resolution No. 3: Appointment of Auditors of the Company.

**"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:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
45	11306	99.9912%

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
1	1	0.0088%

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
NIL	NIL

**IV. Resolution No. 4: Change in the status of Mr. Osamu Tanaka from "non-retiring director" to "director liable to retire by rotation".**

**"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 35<sup>th</sup> Annual General Meeting of the Company held on 3<sup>rd</sup> 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:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
45	11306	99.9912%

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
1	1	0.0088%



(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
NIL	NIL

**V. Resolution No. 5: Appointment of Mr. Shiro Hattori, nominated by Yuken Kogyo Company Limited, as a Director liable to retire by rotation.**

**"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:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
45	11306	99.9912%

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
1	1	0.0088%

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
NIL	NIL

**VI. Resolution No. 6: Appointment of Dr. Premchander as an Independent Director.**

**"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:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
44	11281	99.7701%

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
2	26	0.2299%

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
NIL	NIL

**VII. Resolution No. 7: Appointment of Mr. R Srinivasan as an Independent Director.**

**"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:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
42	11267	99.6462%

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
4	40	0.3538%



(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
NIL	NIL

**VIII. Resolution No. 8: Appointment of Capt. N S Mohanram as an Independent Director.**

**"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:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
43	11272	99.6905%

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
3	35	0.3095%

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
NIL	NIL

**IX. Resolution No. 9: Approve payment of remuneration to non-executive Directors.**

**"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





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 1<sup>st</sup> 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:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
41	11266	99.6462%

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
4	40	0.3538%

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
1	1

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Dated: September 10, 2014  
Place: Bangalore.

Yours faithfully,

  
Abhijith C  
Practising Company Secretary  
