

September 16, 2015

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) (xii) of the Companies (Management and Administration) Rules, 2014 and Poll pursuant to Section 109 of the Companies Act, 2013.

I, Abhishek Bharadwaj A B, Practicing Company Secretary (Certificate of Practice No; 13649), 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) (xii) 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 12, 2015, 09.00 AM to September 14, 2015, 05.00 PM and scrutinizing the Poll process (Physical Poll) in respect of the resolutions proposed at the 39th Annual General Meeting of the Shareholders of the Company held on September 15, 2015 at 10.00 a.m. at Woodlands Hotel Private Limited, No. 5, Raja Ram Mohan Roy Road, Bangalore 560025.

I hereby submit my Consolidated Report on the e-voting process and poll conducted at the 39th Annual General Meeting of the Shareholders of the Company in respect of the below mentioned resolutions:

Total ballots received:

Mode of Voting	Total ballots received	Total Number of Votes
E-voting	10	15,77,277
Poll	18	607
Total	28	15,77,884

I. Resolution No. 1:-

To consider and adopt the audited Balance Sheet of the Company as at March 31, 2015, 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**



Bengaluru : No. 84, Puttanna Road, Cohservancy Lane, Gandhi Bazaar, Basavanagudi,
Bangalore - 560004

Mysuru : No. 273, I Floor, 16th Main, Saraswathipuram, Mysuru - 570009

(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	9	1577077	99.99%
Poll	16	596	98.35%
Total	25	1577673	99.99%

(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	1	200	0.01%
Poll	1	10	1.65%
Total	2	210	0.01%

(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 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	9	1577077	99.99%
Poll	16	596	98.35%
Total	25	1577673	99.99%

(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	1	200	0.01%
Poll	1	10	1.65%
Total	2	210	0.01%

(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 Ordinary resolution has been passed with requisite majority.

III. Resolution No. 3:-

To appoint a Director in place of Mr. Osamu Tanaka (DIN: 03618881) who retires by rotation at this meeting and being eligible, offers himself for re-appointment

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	9	1577077	99.99%
Poll	16	596	98.35%
Total	25	1577673	99.99%

(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	1	200	0.01%
Poll	1	10	1.65%
Total	2	210	0.01%

(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 Ordinary resolution has been passed with requisite majority.

IV. Resolution No. 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, 2016."

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	9	1577077	99.99%
Poll	16	596	98.35%
Total	25	1577673	99.99%

(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	1	200	0.01%
Poll	1	10	1.65%
Total	2	210	0.01%



(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 Ordinary resolution has been passed with requisite majority.

V. Resolution No. 5:-

To appoint Mrs. Vidya Rangachar (DIN: 02612252) as a Director of the Company

"RESOLVED THAT Mrs. Vidya Rangachar (DIN: 02612252) who was appointed as an Additional Director of the Company on 30th March, 2015 in terms of Section 161 of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors 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	9	1577077	99.99%
Poll	16	596	98.35%
Total	25	1577673	99.99%

(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	1	200	0.01%
Poll	1	10	1.65%
Total	2	210	0.01%

(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 Ordinary resolution has been passed with requisite majority.

VI. Resolution No. 6:-

To re-appoint Mr. C P Rangachar (DIN: 00310893) as the Managing Director of the Company.

"RESOLVED THAT pursuant to the provisions of section 196 and 197 of the Companies Act, 2013 ("Act") read with Schedule V thereto, and other applicable provisions if any, of the Act, or any statutory modifications or re-enactment thereof, the approval of shareholders be and is hereby accorded for the re-appointment of Mr. CP Rangachar (DIN: 00310893) as the Managing Director of the Company for a period of five years with effect from 01st May, 2015 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 the Board be and is hereby authorized to take such steps as may be necessary, proper and expedient to give effect to the above 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	9	1577077	99.99%
Poll	16	596	98.35%
Total	25	1577673	99.99%

(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	1	200	0.01%
Poll	1	10	0.01%
Total	2	210	0.01%

(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 will be 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,


Abhishek Bharadwaj A B
Practising Company Secretary

