

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.

**39th Annual General Meeting of the Equity Shareholders of Yuken India Limited.
Held on Tuesday, 15th day of September, 2015 at 10.00 a.m., at Woodlands
Hotel Private Limited, No. 5, Raja Ram Mohan Roy Road, Bangalore 560025.**

Dear Sir,

I, Abhishek Bharadwaj A B, Practicing Company Secretary (Certificate of Practice No; 13649), appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 39th Annual General Meeting of the Equity Shareholders of Yuken India Limited. held on Tuesday, 15th day of September, 2015 at 10.00 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, Mr. Osamu Tanaka, 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:

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**



(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
16	596	98.35%

(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
01	10	1.65%

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
01	01

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
16	596	98.35%

(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
01	10	1.65%

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
01	01

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:

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



16	596	98.35%
----	-----	--------

(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
01	10	1.65%

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
01	01

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:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
16	596	98.35%

(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
01	10	1.65%



(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
01	01

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:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
16	596	98.35%

(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
01	10	1.65%

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
01	01

6. To re-appoint Mr. CP 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:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
16	596	98.35%

(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
01	10	1.65%

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
01	01

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 16, 2015
Place: Bangalore.

Yours faithfully,



Abhishek Bharadwaj A B
Practising Company Secretary