

September 22, 2016

To,
The Chairman
Yuken India Limited,
PB 16, Whitefield Road, Whitefield
Bangalore - 560066.

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 18, 2016, 09.00 AM to September 20, 2016, 05.00 PM and scrutinizing the Poll process (Physical Poll) in respect of the resolutions proposed at the 40th Annual General Meeting of the Shareholders of the Company held on September 21, 2016 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 40th 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	15,77,087
Poll	25	5,278
Total	35	15,82,365

I. Resolution No. 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.

Type of Resolution - **Ordinary Resolution**

Bengaluru : No. 84, Puttanna Road, Conservancy 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	10	1577087	100%
Poll	25	5278	100%
Total	35	1582365	100%

(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	NIL	NIL	NIL
Total	NIL	NIL	NIL

(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	10	1577087	100%
Poll	24	5203	98.58%
Total	34	1582290	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	NIL	NIL	NIL
Poll	1	75	1.42%
Total	1	75	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	NIL	NIL
Total	NIL	NIL

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

III. Resolution No. 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

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	10	1577087	100%
Poll	25	5278	100%
Total	35	1582365	100%

(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	NIL	NIL	NIL
Total	NIL	NIL	NIL

(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:-

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."

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	10	1577087	100%
Poll	25	5278	100%
Total	35	1582365	100%

(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	NIL	NIL	NIL
Total	NIL	NIL	NIL

(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.

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
#84, 2nd Floor, Puttanna Road,
Conservancy lane, Basavanagudi,
Bangalore - 560004