

September 05, 2017

To,  
The Chairman  
Yuken India Limited,  
No. 16-C, Doddanekundi Industrial Area  
II Phase, Mahadevapura Bangalore KA 560048 IN.

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 02, 2017, 09.00 AM to September 04, 2017, 05.00 PM and scrutinizing the Poll process (Physical Poll) in respect of the resolutions proposed at the 41<sup>st</sup> Annual General Meeting of the Shareholders of the Company held on September 05, 2017 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 41<sup>st</sup> 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	13	15,78,377
Poll	21	1,894
<b>Total</b>	<b>34</b>	<b>15,80,271</b>

**I. Resolution No. 1:-**

To consider and adopt the audited Balance Sheet of the Company as at March 31, 2017, 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, II Floor, Puttanna Road, Conservancy Lane, Gandhi Bazaar,  
Basavanagudi, Bangalore - 560004**  
**Mysuru : No. 273, I Floor, 16<sup>th</sup> 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	13	15,78,377	100%
Poll	21	1,894	100%
Total	34	15,80,271	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	13	15,78,377	100%
Poll	21	1,894	100%
Total	34	15,80,271	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.**

### III. Resolution No. 3:-

To appoint a Director in place of Mrs. Vidya Rangachar (DIN: 02612252) who retires by rotation at this meeting and being eligible, offers herself 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	13	15,78,377	100%
Poll	21	1,894	100%
Total	34	15,80,271	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 appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants, as Auditors for a period of 5 (five) years and to fix their remuneration.

**"RESOLVED THAT** pursuant to the provisions of sections 139, 142 and other applicable provisions, if any of the Companies Act, 2013 and their corresponding rules, and pursuant to the recommendations made by the Audit Committee and of the Board of Directors of the Company, M/s. Walker Chandiok & Co. LLP., Chartered Accountants, (Registration No. 001076N/N500013) who have offered themselves for appointment and have confirmed their eligibility under the relevant provisions of Chapter X of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, be and are hereby appointed as Statutory Auditors of the Company who shall hold office until the conclusion of Forty Sixth Annual General Meeting of the Company to be held in the year 2022, and the Board of Directors be authorized to fix their remuneration for the year ending 31st March, 2018."

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	13	15,78,377	100%
Poll	21	1,894	100%
Total	34	15,80,271	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.**

**V. Resolution No. 5:-**

To ratify the remuneration of Cost Auditors:

**"RESOLVED THAT** pursuant to provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee, the remuneration, as approved by the Board of Directors and set out in the Explanatory Statement annexed to the Notice, payable to M/s. Adarsh Sharma & Co., Cost Accountants (Firm Registration No. 100880) appointed by the Board of Directors of the Company to conduct audit of cost records of the Company for the year ending 31<sup>st</sup> March, 2018, be and is hereby ratified."

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	13	15,78,377	100%
Poll	21	1,894	100%
Total	34	15,80,271	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.

**VI. Resolution No. 6:-**

To appoint Mr. Hideharu Nagahisa as a Director of the Company:

**"RESOLVED THAT** Mr. Hideharu Nagahisa 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 his 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	13	15,78,377	100%
Poll	21	1,894	100%
Total	34	15,80,271	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.

**VII. Resolution No. 7:-**

To appoint Mr. Koichi Oba as a Director of the Company:

**"RESOLVED THAT** Mr. Koichi Oba 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 his 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	13	15,78,377	100%
Poll	21	1,894	100%
Total	34	15,80,271	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