



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,
No. 16-C, Doddanekundi Industrial Area
II Phase, Mahadevapura Bangalore KA 560048 IN.

**41st Annual General Meeting of the Equity Shareholders of Yuken India Limited.
Held on Tuesday, 05th day of September, 2017 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 41st Annual General Meeting of the Equity Shareholders of Yuken India Limited. held on Tuesday, 05th day of September, 2017 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. Hideharu Nagahisa, 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, 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, 16th Main, Saraswathipuram, Mysuru - 570009



(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
21	1894	100%

(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
NIL	NIL	NIL

(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

2. To declare a dividend on equity shares.

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
21	1894	100%

(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
NIL	NIL	NIL

(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

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:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
21	1894	100%

(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
NIL	NIL	NIL

(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

4. To appointment of M/s. Walker Chandiook & 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 Chandiook & 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:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
21	1894	100%

(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
NIL	NIL	NIL





(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

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 31st March, 2018, be and is hereby ratified."

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
21	1894	100%

(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
NIL	NIL	NIL

(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

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:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
21	1894	100%

(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
NIL	NIL	NIL

(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

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:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
21	1894	100%

(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
NIL	NIL	NIL

(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



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,



Yours faithfully,

Abhishek Bharadwaj A B
Practising Company Secretary

Dated: September 05, 2017
Place: Bengaluru.