

**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-560048

**42<sup>nd</sup>Annual General Meeting of the Equity Shareholders of Yuken India Limited.Held onTuesday, 04<sup>th</sup>day of September, 2018 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 42<sup>nd</sup>Annual General Meeting of the Equity Shareholders of Yuken India Limited. held on Tuesday, 04<sup>th</sup>day of September, 2018 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 KarvyComputershare 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, 2018, the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.**

**RESOLVED THAT** the audited balance sheet as at 31st March, 2018, the statement of profit and loss, notes forming part thereof, the cash flow statement for the year ended

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on that date and the consolidated financial statements, together with the Directors' Report and the Auditors' Report thereon as circulated to the Members and presented to the meeting be and the same are hereby approved and adopted.

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
32	2514	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
1	5

**2. To declare a dividend on equity shares for the financial year ended 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
32	2514	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
1	5

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**3. To appoint a Director in place of Mr. Hideharu Nagahisa who retires by rotation at this meeting and being eligible, offers himself for re-appointment.**

**"RESOLVED THAT** Mr. Hideharu Nagahisa (holding DIN:07913414) Director, who retires by rotation and being eligible, offer himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

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
32	2514	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
1	5

**4. To fix the remuneration to Statutory Auditors:**

**"RESOLVED THAT** pursuant to the provisions of Section 139(1) and Section 142(1) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, as amended from time to time, M/s. Walker Chandiook & Co., LLP, Chartered Accountants, ( Firm Registration No. 001076N/N500013) were appointed as Statutory Auditors of the Company at the 41st Annual General Meeting held on 05th September, 2017 and to hold office until the conclusion of 46th Annual General Meeting of the Company and that the Board of Directors hereby authorised to fix the remuneration for the remaining tenure."

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
32	2514	100%

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(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
1	5

**5.To ratify the remuneration of Cost Auditors:**

**"RESOLVED THAT** pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), remuneration of Rs. 1,50,000 (Rupees One Lakh Fifty Thousand only) in addition to reimbursement of all applicable taxes, travelling and out of pocket expenses, payable to M/s. Adarsh Sharma & Co., practicing Cost Accountants (Firm Registration No. 100880) who was re-appointed as a Cost Auditor of the Company for the year 2018-19 by the Board of Directors of the Company, as recommended by the Audit Committee 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
32	2514	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
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**6.Increase of Authorized Share Capital and to amendment in the clause V Capital Clause in the Memorandum of Association of the Company:**

**"RESOLVED THAT** pursuant to Section 61(1) (a) and 13 and other applicable

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provisions, if any, of the Companies Act, 2013 and the rules made thereunder, and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), and provisions of the Articles of Association, the approval of the Shareholders, be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 6,00,00,000/- (Rupees Six Crores only) divided into 60,00,000 (Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each by creation of additional 90,00,000 (Ninety Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each, ranking pari-passu with existing equity shares. Consequently, Clause No. V of the Memorandum of Association of the Company be and is hereby substituted by the following:

V. The Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) equity shares of Rs.10/- (Rupees Ten Only) each.

**"FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company or a Committee thereof be and are hereby authorized to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions, difficulties or doubts that may arise in regard to the increase in Authorized Share Capital of the Company and consequent amendment in Memorandum and Articles of Association of the Company as they may think fit."

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
32	2514	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:

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1	5

**7. Amendment in Article 4 of Articles of Association of the Company regarding Share Capital:**

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**"RESOLVED THAT** pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), provisions of the Articles of Association, the existing Article 4 of the Articles of Association of the Company be and is hereby altered by substituting the following new Article 4:

"4. The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of the Memorandum of Association of the Company from time to time."

**"FURTHER RESOLVED THAT** Board of Directors be and are hereby authorized to take suitable steps in this regard."

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
32	2514	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
1	5

**8. Issue of Bonus shares to existing equity shareholders:**

**"RESOLVED THAT** pursuant to the provisions of Section 63 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital And Debentures) Rules, 2014 (including any statutory modification or reenactment thereof for the time being in force), subject to and in accordance with any other applicable law or regulations, in India, including without limitation, the Listing Agreement entered with the stock exchanges where the equity shares of the Company are listed ("Stock Exchanges"), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 ("SEBI ICDR Regulations") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereto or re-enactment thereof, for the time being in force, the relevant provision of the Memorandum and Articles of Association of the Company

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and all other applicable provisions, if any, recommendation of the Board of Directors and consent of the shareholders be and is hereby the accorded for the issue of fully paid-up Bonus Shares of Rs.10/-(Rupees Ten) each by capitalizing a sum of Rs. 9,00,00,000/- (Rupees Nine Crores Only) standing to the credit of free reserves and surplus of the Company in the proportion of 3(Three) new equity bonus shares of Rs. 10/- each for every 1(One) fully paid-up equity shares of Rs. 10/- each to the existing shareholders (3:1), shares held by shareholders as on record date determined by the Board and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid up Capital of the Company held by each such Member, and not as income."

**"FURTHER RESOLVED THAT** the new equity Bonus Shares to be allotted and issued as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari-pasu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted.

**"FURTHER RESOLVED THAT** no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold Shares in dematerialized form or opt to receive the Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in certificate form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities. "

**"FURTHER RESOLVED THAT** the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) & other foreign investors, be subject to the approval of the Reserve Bank of India, as may be necessary."

**"FURTHER RESOLVED THAT** the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreements with the concerned Stock Exchanges and other applicable guidelines, rules and regulations. "

**"FURTHER RESOLVED THAT** for the purpose of giving effect to the aforesaid resolution, the Board/ Committee of the Board or any officer(s) authorized by the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board / Committee of the Board or any officer(s) authorized by the Board of Directors in its discretion thinks fit and proper."

Type of Resolution - **ordinary Resolution**



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(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
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(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
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(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
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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 04, 2018  
Place: Bengaluru.