

**YUKEN INDIA LIMITED**

An ISO 9001:2015 Company

Manufacturers of Oil Hydraulic Equipment

IN COLLABORATION WITH YUKEN KOGYO CO. LTD., JAPAN.

CIN: L29150KA1976PLC003017

Regd. Office:	No. 16-C, Doddanekundi Industrial Area II Phase, Mahadevapura, Bengaluru – 560 048.	Factory:	PB No. 5, Koppathimmanahalli Village, Malur-Hosur Main Road, Malur Taluk, Kolar District – 563 130.
Phone	+91- 9731610341	Phone :	+91 9845191995
Our Ref No:	YIL/Sec/2019	E-mail:	hmn rao@yukenindia.com
Date:	03 rd September, 2019	Web:	www.yukenindia.com

To,
The General Manager,
Listing Compliance & Legal Regulatory,
BSE Limited, PJ Towers, Dalal Street,
Mumbai-400001.

BSE Script Code: 522108

Dear Sir/Madam,

Sub: 43rd Annual General Meeting – Voting Results and Scrutinizer's Report under Regulation 44(3) of SEBI (LODR) Regulations, 2015

In accordance with Regulation 44(3) of SEBI (LODR) Regulations, 2015, please find enclosed the voting results pertaining to;


1. Declaration of results of e-voting and poll,
2. Consolidated Scrutinizer's Report on remote e-voting and poll and
3. MGT-13

with respect to the resolutions passed by the members at the Tuesday, 03rd September, 2019 at 10.00 am at Hotel Ajantha, "Rohini Hall", 22-A, Mahatma Gandhi Road, Near Trinity Metro Station, Bengaluru – 560 001. All the resolutions were passed with requisite majority.

In compliance with Rule 20 of the Companies (Management & Administration) Rules, 2014 we shall host on the website of the Company and of our RTA, Karvy Fintech Pvt. Ltd., the voting results of the 43rd Annual General Meeting along with Scrutinizer's Report.

Kindly acknowledge the receipt.

Thanking you,
Yours faithfully,

For Yuken India Limited
Vinayak Hegde**Company Secretary and Compliance officer**



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Phone	+91- 9731610341	Phone :	+91 9845191995
Our Ref No:	YIL/Sec/2019	E-mail:	hmn_rao@yukenindia.com
Date:	03 rd September, 2019	Web:	www.yukenindia.com

To,
The General Manager,
Listing Compliance & Legal Regulatory,
BSE Limited, PJ Towers, Dalal Street,
Mumbai-400001.

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43rd ANNUAL GENERAL MEETING HELD ON 03rd SEPTEMBER, 2019

DECLARATION OF RESULTS OF E-VOTING AND POLL

As per the provisions of the Companies Act, 2013 and also the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 43rd Annual General Meeting (AGM) of the Company. The e-voting commenced on 30th August, 2019 at 09.00 am and ended on 02nd September, 2019 at 05.00 PM.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by show of hands was not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 43rd Annual General Meeting (AGM) of the Company, voting was conducted by means of poll.

The Board of Directors had appointed Mr. Abhishek Bharadwaj A B, Practicing Company Secretary (Membership No. FCS 8908 & CP No. 13649) as the Scrutinizer for e-voting and poll. The Scrutinizer carried out the scrutiny of all the electronic votes received up to 5.00 pm on 02nd September, 2019 and poll received till the conclusion of the 43rd Annual General Meeting (AGM) of the Company.

The Scrutinizer has submitted his report on e-voting and report on Poll along with the consolidated report on 03rd September, 2019.



As per the consolidated report of the scrutinizer dated 03rd September, 2019, the results of the 43rd Annual General Meeting (AGM) of the Company are as follows:

Resolution No.	Description of the resolution	Type of resolution	% Votes in favour	% Votes against
1.	Adoption of Audited Financial Statements for the year ended 31 st March, 2019.	Ordinary	100%	NIL
2.	Declaration dividend on equity shares for the financial year ended 31 st March, 2019.	Ordinary	100%	NIL
3.	Appointment of a Director in place of Mrs. Vidya Rangachar (DIN: 02612252) Director who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary	100%	NIL
4.	To ratify the remuneration of Cost Auditors.	Ordinary	100%	NIL
5.	To Re-appoint Capt. N S Mohanram (DIN: 02466671), as an Independent, Non - Executive Director of the Company for a term of 3 years.	Special	100%	NIL
6.	To Re-appoint Mr. R. Srinivasan (DIN: 00043658), as an Independent, Non - Executive Director of the Company for a term of 5 years.	Special	100%	NIL
7.	To Re-appoint Dr. Premchander (DIN: 02278652) as an Independent, Non - Executive Director of the Company for a term of 5 years.	Special	100%	NIL
8.	To approve the payment of remuneration to Non-Executive Directors.	Special	100%	NIL
9.	To appoint Mr. Hidemi Yasuki (DIN: 08494981) as a Director of the Company.	Ordinary	100%	NIL

Based on the Consolidated Report of the Scrutinizer, all resolutions as set out in the Notice of 43rd Annual General Meeting have been duly approved by the Shareholders with requisite majority.

For Yuken India Limited

C P Rangachar



C P Rangachar
Managing Director

Date: 03rd September, 2019

Place: Bengaluru

September 03rd, 2019

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

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 (4) (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 (4) (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 Friday, 30th August, 2019 at 09.00 A.M. and ended on Monday, 02nd September, 2019 at 5.00 P.M and scrutinizing the Poll process (Physical Poll) in respect of the resolutions proposed at the 43rd Annual General Meeting of the Shareholders of the Company held on September 03rd, 2019 at 10.00 a.m. at Hotel Ajantha, "Rohini Hall", 22-A, Mahatma Gandhi Road, Near Trinity Metro Station, Bengaluru - 560 001.

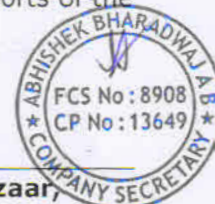
I hereby submit my Consolidated Report on the e-voting process and poll conducted at the 43rd Annual General Meeting of the Shareholders of the Company in respect of the below mentioned resolutions:

Total ballots received:

Mode of Voting	Total ballots received	Total Number of Votes
E-voting	21	6314636
Poll	27	3274
Total	48	6317910

Resolution No. 1:-

To consider and adopt the audited Balance Sheet of the Company as at March 31st, 2019, the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.



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Basavanagudi, Bangalore - 560004**
Mysuru : No. 273, I Floor, 16th Main, Saraswathipuram, Mysuru - 570009



RESOLVED THAT the audited balance sheet as at 31st March, 2019, the statement of profit and loss, notes forming part thereof, the cash flow statement for the year ended 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:

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	21	6314636	100%
Poll	26	3254	100%
Total	47	6317890	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	1	20
Total	1	20

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

Resolution No. 2:-

To declare a dividend on equity shares for the financial year ended 31st March, 2019.

Type of Resolution - **Ordinary Resolution**



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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	21	6314636	100%
Poll	26	3254	100%
Total	47	6317890	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	1	20
Total	1	20

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

Resolution No. 3:-

To appoint a Director in place of Mrs. Vidya Rangachar who retires by rotation at this meeting and being eligible, offers herself for re-appointment.

"RESOLVED THAT Mrs. Vidya Rangachar (holding DIN: 02612252) Director, who retires by rotation and being eligible, offer herself 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:





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	21	6314634	100%
Poll	26	3254	100%
Total	47	6317888	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	1	2	NIL
Poll	NIL	NIL	NIL
Total	1	2	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	1	20
Total	1	20

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

Resolution No. 4:-

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. 1,00,000 (Rupees One Lakh 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 2019-20 by the Board of Directors of the Company, as recommended by the Audit Committee be and is hereby ratified."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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Basavanagudi, Bangalore - 560004**
Mysuru : No. 273, I Floor, 16th Main, Saraswathipuram, Mysuru - 570009



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	21	6314636	100%
Poll	26	3254	100%
Total	47	6317890	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	1	20
Total	1	20

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

Resolution No. 5:-

To Re-appoint Capt. N S Mohanram (DIN: 02466671), as an Independent, Non - Executive Director of the Company for a term of 3 years:

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) read with Schedule IV of the Companies Act, 2013, and further pursuant to Regulation 16(1)(b) and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other relevant circulars and modifications, if any issued by Securities and Exchange Board of India ("SEBI") from time to time, approval of the members of the Company be and is hereby accorded for appointment of Capt. N S Mohanram (DIN: 02466671), notwithstanding that he has attained 75 (Seventy Five) years of age, as an Independent, Non-Executive Director of the

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Basavanagudi, Bangalore - 560004**
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Company, who shall hold office for a term of 3 (Three) consecutive years from the conclusion of this Annual General Meeting and that he shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Type of Resolution – **Special 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	21	6314636	100%
Poll	25	3229	100%
Total	46	6317865	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	2	45
Total	2	45

Remarks: Thus, the Special Resolution has been passed with requisite majority.

Resolution No. 6:-

To Re-appoint Mr. R. Srinivasan (DIN: 00043658), as an Independent, Non - Executive Director of the Company for a term of 5 years:



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"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) read with Schedule IV of the Companies Act, 2013, and further pursuant to Regulation 16(1)(b) and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other relevant circulars and modifications, if any issued by Securities and Exchange Board of India ("SEBI") from time to time, approval of the members of the Company be and is hereby accorded for appointment of Mr. R Srinivasan (DIN: 00043658), notwithstanding that he has attained 75 (Seventy Five) years of age, as an Independent, Non-Executive Director of the Company, who shall hold office for a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting and that he shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

➤ Type of Resolution – **Special 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	21	6314635	100%
Poll	26	3254	100%
Total	47	6317889	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	1	1	NIL
Poll	NIL	NIL	NIL
Total	1	1	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	1	20
Total	1	20

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

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Basavanagudi, Bangalore - 560004**
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Resolution No 7:

To Re-appoint Dr. Premchander (DIN: 02278652) as an Independent, Non - Executive Director of the Company for a term of 5 years:

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) read with Schedule IV of the Companies Act, 2013, and further pursuant to Regulation 16(1)(b) and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other relevant circulars and modifications, if any issued by Securities and Exchange Board of India ("SEBI") from time to time, approval of the members of the Company be and is hereby accorded for appointment of Dr. Premchander (DIN: 02278652), as an Independent, Non-Executive Director of the Company, who shall hold office for a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting and that he shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Type of Resolution – **Special 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	21	6314634	100%
Poll	25	3229	100%
Total	46	6317863	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

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(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	2	45
Total	2	45

Remarks: Thus, the Special Resolution has been passed with requisite majority.

Resolution No 8:

8. To approve the payment of remuneration to Non-Executive Directors:

"RESOLVED THAT in supersession of the resolutions previously passed by the shareholders in this regard and pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the non-executive directors of the Company (i.e., directors other than the Managing Director and/or the Whole-time Directors), remuneration to be paid, in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, as the Board of Directors may from time to time determine, not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof for a further period of 5 (Five) years commencing from 1st April, 2019."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Type of Resolution – **Special 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	20	6314633	100%
Poll	25	3229	100%
Total	45	6317862	100%

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(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	1	3	NIL
Poll	NIL	NIL	NIL
Total	1	3	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	2	45
Total	2	45

➤ **Remarks: Thus, the Special resolution has been passed with requisite majority.**

9. To appoint Mr. Hidemi Yasuki (DIN: 08494981) as a Director of the Company:

"RESOLVED THAT pursuant to provisions of Section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any, **Mr. Hidemi Yasuki (DIN: 08494981)** who was appointed as an Additional Director by the Board of Directors, with effect from 19th July, 2019 and holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company and 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	20	6314633	100%
Poll	26	3254	100%
Total	47	6317887	100%



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Basavanagudi, Bangalore - 560004**
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(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	1	3	NIL
Poll	NIL	NIL	NIL
Total	1	3	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	1	20
Total	1	20

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

**Bengaluru : No. 84, Puttanna Road, Conservancy Lane, Gandhi Bazaar,
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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

**43rd Annual General Meeting of the Equity Shareholders of Yuken India Limited
Held on Tuesday, 03rd September, 2019 at 10.00 am at Hotel Ajantha, "Rohini
Hall", 22-A, Mahatma Gandhi Road, Near Trinity Metro Station, Bengaluru -
560001**

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 43rd Annual General Meeting of the Equity Shareholders of Yuken India Limited. held on 03rd September, 2019 at Hotel Ajantha, "Rohini Hall", 22-A, Mahatma Gandhi Road, Near Trinity Metro Station, Bengaluru -560001 hereby submit my report as under:

After declaration of the Poll by the Chairman, Mr. Hidemi Yasuki, the ballot box kept for polling was locked in my presence with due identification mark placed on them.

1. 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 Fintech Private Limited) of the Company and the authorizations / proxies lodged with the Company.
2. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
3. The result of the Poll is as under:

1. To consider and adopt the audited Balance Sheet of the Company as at March 31, 2019, 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, 2019, the statement of profit and loss, notes forming part thereof, the cash flow statement for the year ended 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

**Bengaluru : No. 84, Puttanna Road, Conservancy Lane, Gandhi Bazaar,
Basavanagudi, Bangalore - 560004**

Mysuru : No. 273, I Floor, 16th Main, Saraswathipuram, Mysuru - 570009





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
26	3254	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	20

2. To declare a dividend on equity shares for the financial year ended 31st March, 2019.

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
26	3254	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	20

3. To appoint a Director in place of Mrs. Vidya Rangachar who retires by

**Bengaluru : No. 84, Puttanna Road, Conservancy Lane, Gandhi Bazaar,
Basavanagudi, Bangalore - 560004**
Mysuru : No. 273, I Floor, 16th Main, Saraswathipuram, Mysuru - 570009



rotation at this meeting and being eligible, offers herself for re-appointment.

"RESOLVED THAT Mrs. Vidya Rangachar (holding DIN: 02612252) Director, who retires by rotation and being eligible, offer herself 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
26	3254	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	20

4. 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. 1,00,000 (Rupees One Lakh 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 2019-20 by the Board of Directors of the Company, as recommended by the Audit Committee be and is hereby ratified."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Type of resolution: **Ordinary Resolution**

(i) Voted in favour of the Resolution:



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Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
26	3254	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	20

5. To Re-appoint Capt. N S Mohanram (DIN: 02466671), as an Independent, Non - Executive Director of the Company for a term of 3 years:

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) read with Schedule IV of the Companies Act, 2013, and further pursuant to Regulation 16(1)(b) and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other relevant circulars and modifications, if any issued by Securities and Exchange Board of India ("SEBI") from time to time, approval of the members of the Company be and is hereby accorded for appointment of Capt. N S Mohanram (DIN: 02466671), notwithstanding that he has attained 75 (Seventy Five) years of age, as an Independent, Non-Executive Director of the Company, who shall hold office for a term of 3 (Three) consecutive years from the conclusion of this Annual General Meeting and that he shall not be liable to retire by rotation."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this 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
25	3229	100%

(ii) Voted against the Resolution:

**Bengaluru : No. 84, Puttanna Road, Conservancy Lane, Gandhi Bazaar,
Basavanagudi, Bangalore - 560004**
Mysuru : No. 273, I Floor, 16th Main, Saraswathipuram, Mysuru - 570009





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
2	45

6. To Re-appoint Mr. R. Srinivasan (DIN: 00043658), as an Independent, Non - Executive Director of the Company for a term of 5 years:

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) read with Schedule IV of the Companies Act, 2013, and further pursuant to Regulation 16(1)(b) and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other relevant circulars and modifications, if any issued by Securities and Exchange Board of India ("SEBI") from time to time, approval of the members of the Company be and is hereby accorded for appointment of Mr. R Srinivasan (DIN: 00043658), notwithstanding that he has attained 75 (Seventy Five) years of age, as an Independent, Non-Executive Director of the Company, who shall hold office for a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting and that he shall not be liable to retire by rotation."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this 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
26	3254	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:

**Bengaluru : No. 84, Puttanna Road, Conservancy Lane, Gandhi Bazaar,
Basavanagudi, Bangalore - 560004**
Mysuru : No. 273, I Floor, 16th Main, Saraswathipuram, Mysuru - 570009





Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
1	20

7. To Re-appoint Dr. Premchander (DIN: 02278652) as an Independent, Non - Executive Director of the Company for a term of 5 years:

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) read with Schedule IV of the Companies Act, 2013, and further pursuant to Regulation 16(1)(b) and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other relevant circulars and modifications, if any issued by Securities and Exchange Board of India ("SEBI") from time to time, approval of the members of the Company be and is hereby accorded for appointment of Dr. Premchander (DIN: 02278652), as an Independent, Non-Executive Director of the Company, who shall hold office for a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting and that he shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this 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
25	3229	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:

**Bengaluru : No. 84, Puttanna Road, Conservancy Lane, Gandhi Bazaar,
Basavanagudi, Bangalore - 560004**
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Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
2	45

8. To approve the payment of remuneration to Non-Executive Directors:

"RESOLVED THAT in supersession of the resolutions previously passed by the shareholders in this regard and pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the non-executive directors of the Company (i.e., directors other than the Managing Director and/or the Whole-time Directors), remuneration to be paid, in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, as the Board of Directors may from time to time determine, not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof for a further period of 5 (Five) years commencing from 1st April, 2019."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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
25	3229	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
2	45

9. To appoint Mr. Hidemi Yasuki (DIN: 08494981) as a Director of the Company:

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"RESOLVED THAT pursuant to provisions of Section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any, Mr. Hidemi Yasuki (DIN: 08494981) who was appointed as an Additional Director by the Board of Directors, with effect from 19th July, 2019 and holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company and 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
26	3254	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	20

4. 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.

5. 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 03, 2019
Place: Bengaluru.

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