

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

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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

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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:

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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
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:

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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
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:

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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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