

September 14th, 2022

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 during the AGM which was made available to the shareholders from Friday, 09th September, 2022 at 10.00 A.M. and ended on Tuesday, 13th September, 2022 at 5.00 P.M and scrutinizing the Insta Poll (IPOLL) process in respect of the resolutions proposed at the 46th Annual General Meeting of the Shareholders of the Company held on September 14th, 2022 at 10.00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), submit my report as under.

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means by e-voting and IPOLL at the AGM by the shareholders on the resolutions proposed in the Notice of the 46th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through e-voting and by IPOLL at the AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions.
2. The e-voting facility both for e-voting prior to the AGM (e-voting) and voting at the AGM by IPOLL was provided by KFin Technologies Limited ("KFintech") Kfintech.
3. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through IPOLL facility provided by KFintech at the AGM.
4. The Equity Shareholders holding shares as on September 06, 2022, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 46th Annual General Meeting of the Company.

5. As per the information given by the Company the names of the shareholders who had voted by e-voting through the facility provided by KFinTech had been blocked and only those members who were present at the AGM through VC and who had not voted on e-voting were allowed to cast their votes through IPOLL system during the AGM.
6. After closure of e-voting on September 13, 2022 at 5.00 PM the votes cast through e-voting were unblocked and After closure of IPOLL at the AGM, the votes cast through IPOLL at the AGM were unblocked and the results were downloaded from the e-voting website of KFin Technologies Limited (<https://evoting.KFinTech.com/>) in the presence of two witnesses, who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of KFinTech were scrutinized and reviewed, the votes were counted, and the results were prepared.
7. Based on the data downloaded from KFinTech e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

Total ballots received:

Mode of Voting	Total ballots received	Total Number of Votes
E-voting	35	6324979
IPOLL	03	2592
Total	38	6327571

Resolution No. 1: -

Adoption of Audited Financial Statements for the year ended 31st March, 2022:

“RESOLVED THAT the Audited Balance sheet as at 31st March, 2022, 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 Reports of the Board of Directors and the Auditor’s 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	34	6324899	100%
IPOLL	3	2592	100%

Total	37	6327491	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	01	80	NIL
IPOLL	NIL	NIL	NIL
Total	01	80	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
IPOLL	NIL	NIL
Total	NIL	NIL

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, 2022.

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	34	6324899	100%
IPOLL	03	2592	100%
Total	37	6327491	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	01	80	NIL
IPOLL	NIL	NIL	NIL
Total	01	80	NIL

**Bengaluru : No. 84, Puttanna Road, Conservancy Lane, Gandhi Bazaar,
Basavanagudi, Bangalore - 560004**
**Mysuru : No. 59, Second floor, 5th main, 5th phrase, Adichunchanagiri road,
Next to RMP Quarters, Kuvempunagar, Mysore-570023.**

(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
IPOLL	NIL	NIL
Total	NIL	NIL

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

Resolution No. 3: -

To appoint a Director in place of Mrs. Vidya Rangachar (DIN: 02612252) Director who retires by rotation and being eligible, offers herself for re-appointment.

“RESOLVED THAT Mrs. Vidya Rangachar (DIN: 02612252) Director, who retires by rotation and being eligible, offers herself for reappointment, be and is hereby reappointed 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	34	6324899	100%
IPOLL	03	2592	100%
Total	37	6327491	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	01	80	NIL
IPOLL	NIL	NIL	NIL
Total	01	80	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
IPOLL	NIL	NIL
Total	NIL	NIL

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

Resolution No. 4: -

Reappointment of the Statutory Auditors:

“**RESOLVED THAT** pursuant to the provisions of sections 139, 142 and other applicable provisions, if any of the Companies Act, 2013 and 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), and based on the recommendations of the Audit Committee and Board of Directors of the Company, M/s. Walker Chandiook & Co. LLP., Chartered Accountants, (Registration No. 001076N/N500013) be and are hereby re-appointed as the Statutory Auditor of the Company, to hold office for a second term of 5 (Five) consecutive years from the conclusion of this 46th (Forty Six) Annual General Meeting until the conclusion of the 51st (Fifty One) Annual General Meeting to be held in the year 2027, at such remuneration, taxes and out of pocket expenses, as recommended by the Audit Committee and decided by the Board of Directors of the Company from time to time.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

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	34	6324899	100%
IPOLL	03	2592	100%
Total	37	6327491	100%

**Bengaluru : No.84, Puttanna Road, Conservancy Lane, Gandhi Bazaar,
Basavanagudi, Bangalore - 560004**
**Mysuru : No. 59, Second floor, 5th main, 5th phrase, Adichunchanagiri road,
Next to RMP Quarters, Kuvempunagar, Mysore-570023.**

(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	01	80	NIL
IPOLL	NIL	NIL	NIL
Total	01	80	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
IPOLL	NIL	NIL
Total	NIL	NIL

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

Resolution No. 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.1,00,000 (Rupees One Lakh only) plus applicable taxes and reimbursement of out of pocket expenses, payable to M/s. Adarsh Sharma & Co., practicing Cost Accountants (Firm Registration No. 100880) who are re-appointed as a Cost Auditor of the Company for the year 2022-23 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 (including any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

Type of Resolution –**Ordinary Resolution**

(i) Voted in favour of the Resolution:

**Bengaluru : No. 84, Puttanna Road, Conservancy Lane, Gandhi Bazaar,
Basavanagudi, Bangalore - 560004**
**Mysuru : No. 59, Second floor, 5th main, 5th phrase, Adichunchanagiri road,
Next to RMP Quarters, Kuvempunagar, Mysore-570023.**

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	34	6324899	100%
IPOLL	03	2592	100%
Total	37	6327491	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	01	80	NIL
IPOLL	NIL	NIL	NIL
Total	01	80	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
IPOLL	NIL	NIL
Total	NIL	NIL

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

Resolution No. 6: -

Reappointment of Mrs. Vidya Rangachar (DIN: 02612252), Non - Executive & Non-Independent, Director:

“**RESOLVED THAT** pursuant to the provisions of 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 reappointment of Mrs. Vidya Rangachar (DIN: 02612252), as a Non-Executive & Non Independent Director of the Company, who will be attaining the age of 75 (Seventy Five) years and that she shall be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any

Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above 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	34	6324899	100%
IPOLL	03	2592	100%
Total	37	6327491	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	01	80	NIL
IPOLL	NIL	NIL	NIL
Total	01	80	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
IPOLL	NIL	NIL
Total	NIL	NIL

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

Resolution No. 7: -

Appointment of Mr. Yoshitake Tanaka (DIN: 0009686092) as a Director:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 for the time being in force

**Bengaluru : No. 84, Puttanna Road, Conservancy Lane, Gandhi Bazaar,
Basavanagudi, Bangalore - 560004**
**Mysuru : No. 59, Second floor, 5th main, 5th phrase, Adichunchanagiri road,
Next to RMP Quarters, Kuvempunagar, Mysore-570023.**

(including any statutory modification(s) or re-enactment thereof), Mr. Yoshitake Tanaka (DIN: 0009686092) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 09th August,2022, and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

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	34	6324899	100%
IPOLL	03	2592	100%
Total	37	6327491	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	01	80	NIL
IPOLL	NIL	NIL	NIL
Total	01	80	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
IPOLL	NIL	NIL
Total	NIL	NIL

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

Resolution No. 8: -

Appointment of Mr. Yoshitake Tanaka (DIN: 0009686092) as a Whole -time Director:

“RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee and pursuant the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Articles of Association of the Company, and all other applicable provisions for the time being in force (including any statutory modification(s) or re-enactment thereof), and subject to the approval of Central Government, the approval of shareholders be and is hereby accorded for appointment of Mr. Yoshitake Tanaka (DIN: 0009686092) as a Whole-time Director of the Company for a period of 5 years from the conclusion of this meeting i.e. 14th September 2022 to 13th September, 2027 as well as payment of remuneration for the first 3 (Three) years of his appointment upon such terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to this notice.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, including full liberty to modify and amend the terms and conditions of the said appointment and / or remuneration, from time to time, as it may deem fit and to take such steps and do and perform all such acts, deeds, matters and things as may be considered 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	34	6324899	100%
IPOLL	03	2592	100%
Total	37	6327491	100%

(ii) Voted against the Resolution:

**Bengaluru : No. 84, Puttanna Road, Conservancy Lane, Gandhi Bazaar,
Basavanagudi, Bangalore - 560004**
**Mysuru : No. 59, Second floor, 5th main, 5th phrase, Adichunchanagiri road,
Next to RMP Quarters, Kuvempunagar, Mysore-570023.**

Mode of Voting	Number of Members voting.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	01	80	NIL
IPOLL	NIL	NIL	NIL
Total	01	80	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
IPOLL	NIL	NIL
Total	NIL	NIL

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

Resolution No. 9: -

Approval of Material Related Party Transactions with Yuken Kogyo Company Ltd, Japan:

RESOLVED THAT pursuant to provisions of the Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or amendments or re-enactment(s) thereof, as amended from time to time, consent of the Members be and is hereby accorded in respect of the following related party transaction(s) between the Company and Yuken Kogyo Company Ltd, Japan, which are in the ordinary course of business and on arm's length basis:"

Sl. No	Name of the Related Party	Nature of relationship	Nature of transaction	Estimated value of the transactions for the financial year 2022-23 Rs. in lakhs
1	Yuken Kogyo Company Ltd, Japan	Company having significant influence	Sales	500
			Purchases	3,800
			Brand fees /Royalty	500
			Other Services	200

Bengaluru : No. 84, Puttanna Road, Conservancy Lane, Gandhi Bazaar, Basavanagudi, Bangalore - 560004
Mysuru : No. 59, Second floor, 5th main, 5th phrase, Adichunchanagiri road, Next to RMP Quarters, Kuvempunagar, Mysore-570023.

			Total	5,000
--	--	--	--------------	--------------

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

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	33	1524899	100%
IPOLL	03	2592	100%
Total	36	1527491	

(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	01	80	NIL
IPOLL	NIL	NIL	NIL
Total	01	80	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
IPOLL	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

**Bengaluru : No. 84, Puttanna Road, Conservancy Lane, Gandhi Bazaar,
Basavanagudi, Bangalore - 560004**
**Mysuru : No. 59, Second floor, 5th main, 5th phrase, Adichunchanagiri road,
Next to RMP Quarters, Kuvempunagar, Mysore-570023.**

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

UDIN: **F008908D000969934**