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 – 563 160.
Phone:	+9197316 10341	Phone :	+91 9845191995
Our Ref No:	YIL/Sec/2022	E-mail:	hmn_rao@yukenindia.com
Date:	14/09/2022	Web:	www.yukenindia.com

To,

The General Manager,
Listing Compliance & Legal Regulatory,
BSE Limited,
PJ Towers, Dalal Street,
Mumbai-400001.
BSE Script Code: 522108

The General Manager,
Listing Compliance & Legal Regulatory,
National Stock Exchange of India Limited
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai – 400051
NSE Script Code: YUKEN

Dear Sir/Madam,

Sub: 46th 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 Instapoll during the time of Annual General Meeting ("E-voting").
2. Consolidated Scrutinizer's Report on E-voting and Instapoll and
3. MGT-13

with respect to the resolutions passed by the members at the Wednesday, 14th September, 2022 at 10.00 AM (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"). 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, KFin Technologies Limited, the voting results of the 46th Annual General Meeting along with Scrutinizer's Report.

Kindly acknowledge the receipt.

Thanking you,
Yours faithfully,
For Yuken India Limited

VINAYAK SHRIDHAR HEGDE
Digitally signed by VINAYAK SHRIDHAR HEGDE
Date: 2022.09.14 18:53:16 +05'30'

Vinayak Hegde
Company Secretary and Compliance officer

YUKEN INDIA LIMITED

An ISO 9001:2015 Company

Manufacturers of Oil Hydraulic Equipment

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

CIN: L29150KA1976PLC003017

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Phone:	+9197316 10341	Phone :	+91 9845191995
Our Ref No:	YIL/Sec/2022	E-mail:	hmn_rao@yukenindia.com
Date:	14/09/2022	Web:	www.yukenindia.com

To,

The General Manager,
Listing Compliance & Legal Regulatory,
BSE Limited,
PJ Towers, Dalal Street,
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The General Manager,
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46th ANNUAL GENERAL MEETING HELD ON 14th SEPTEMBER, 2022

DECLARATION OF RESULTS OF E-VOTING AND INSTAPOLL DURING THE TIME OF AGM

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 46th Annual General Meeting (AGM) of the Company. The E-voting commenced on Friday, 09th September, 2022 at 09.00 AM (IST) and ended on Tuesday, 13th September, 2022 at 5:00 PM (IST).

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 remote E-Voting and Instapoll during the time of AGM. ("E-Voting"). The Scrutinizer carried out the scrutiny of all the electronic votes received up to 5.00 pm on 13th September, 2022 and instapoll received till the conclusion of the 46th Annual General Meeting (AGM) of the Company.

The Scrutinizer has submitted his report on remote E-Voting and report on E-voting along with the consolidated report on 14th September, 2022.

YUKEN INDIA LIMITED ★ MALUR-563130 ★

As per the consolidated report of the scrutinizer dated 14th September, 2022, the results of the 46th 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 31st March, 2022.	Ordinary	100%	NIL
2.	To declare a dividend on equity shares for the financial year ended 31st March, 2022.	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.	Reappointment of the Statutory Auditors.	Ordinary	100%	NIL
5.	To ratify the Remuneration of Cost Auditors.	Ordinary	100%	NIL
6.	Reappointment of Mrs. Vidya Rangachar (DIN: 02612252), Non - Executive & Non Independent, Director.	Special	100%	NIL
7.	Appointment of Mr. Yoshitake Tanaka (DIN: 0009686092) as a Director.	Ordinary	100%	NIL
8.	Appointment of Mr. Yoshitake Tanaka (DIN: 0009686092) as a Whole -time Director.	Special	100%	NIL
9.	Approval of Material Related Party Transactions with Yuken Kogyo Company Ltd, Japan.	Ordinary	100%	NIL

Based on the Consolidated Report of the Scrutinizer, all resolutions as set out in the Notice of 46th Annual General Meeting have been duly approved by the Shareholders with requisite majority.

For Yuken India Limited

C P Rangachar
Managing Director
Date: 14th September, 2022
Place: Bengaluru

YUKEN INDIA LIMITED ★ MALUR-563130 ★

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**

(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 Chandiok & 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%**

(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:

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 (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:

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

			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

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**

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

46th Annual General Meeting of the Equity Shareholders of Yuken India Limited Held on Wednesday, 14th September, 2022 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Dear Sir,

I, Abhishek Bharadwaj A B, Practicing Company Secretary (Certificate of Practice No; 13649), appointed as Scrutinizer by the Board of Directors of **Yuken India Limited** for the purpose of scrutinizing electronic voting facility by way of Insta Poll (IPOLL) during the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) on the below mentioned resolutions, at the 46th Annual General Meeting of the Equity Shareholders of Yuken India Limited held on 14th September, 2022 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), hereby submit my report as under:

After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through IPOLL facility provided by KFin Technologies Limited (Kfintech) at the AGM.

After closure of IPOLL at the AGM, the votes cast through IPOLL at the AGM were unblocked and 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.

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:

1. The result of the IPOLL is as under:

ORDINARY BUSINESS:

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:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
3	2592	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
0	0

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:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
3	2592	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
0	0

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:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
3	2592	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
0	0

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 Chandiok & 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:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
3	2592	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
0	0

SPECIAL BUSINESS:

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:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
3	2592	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
0	0

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:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
3	2592	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
0	0

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 (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:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
3	2592	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
0	0

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:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
3	2592	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
0	0

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

			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**

(ii) 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
3	2592	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
0	0

Thanking you,

Yours faithfully,

ABHISHEK BHARADWAJ A B
FCS No : 8908
CP No : 13649
COMPANY SECRETARY

Abhishek

Dated: September 14, 2022
Place: Bengaluru

Abhishek Bharadwaj A B
Practising Company Secretary

UDIN: F008908D000969991