UCAL FUEL SYSTEMS LIMITED

Ref: 6320/RR/RL/SEC
30th September 2016

The National Stock Exchange Of India Limited/
BSE Limited

Dear Sir

Sub: Consolidated Scrutinizer's Report

Please find enclosed the consolidated Scrutinizer's report on result of voting through electronic means and voting by poll for the resolutions at the 30th Annual General Meeting of the company held on 28th September 2016 at 10.00a.m at "Dynasty Hall", Hotel Ambassador Pallava, No.30 Montieth Road, Egmore, Chennai 600 008.

We request you to kindly take the same on record.

Thanking you

Yours faithfully
For UCAL FUEL SYSTEMS LIMITED

JAYAKAR KRISHNAMURTHY
CHAIRMAN AND MANAGING DIRECTOR

Encl: as above

REG.OFFICE. : "Raheja Towers", Delta Wing - Unit 705,
177,Anna Salai, Chennai - 600 002, India.
Tel : (91-44) 42208111 Fax : (91-44) 2860 5020
E-mail : investor@ucalfuel.co.in Website : www.ucalfuel.com
CIN L31900TN1985PLC012343

ISO/TS 16949
BUREAU VERITAS
Certification

P Sriram & Associates
Practising Company Secretaries

CONSOLIDATED REPORT OF THE SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xii) of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman of 30th Annual General Meeting of

Ucal Fuel Systems Limited,

Having Registered Office at:

Raheja Towers ,Delta Wing -Unit 705 177,

Anna Salai, Chennai -600002

THIRTIETH ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF UCAL FUEL SYSTEMS LIMITED HELD ON WEDNESDAY, 28TH SEPTEMBER, 2016 AT 10:00 AM AT DYNASTY HALL", HOTEL AMBASSADOR PALLAVA, NO. 30, MONTIETH ROAD, EGMORE, CHENNAI - 600008.

I, P. Sriram, Proprietor of P. Sriram & Associates, Practicing Company Secretaries, was appointed as Scrutinizer by the Board of Directors of M/s Ucal Fuel Systems Limited, CIN- L31900TN1985PLC012343 ("Company") for the purpose of voting by electronic means i.e. remote e-voting and voting by poll at the Company's Annual General Meeting held on 28th September, 2016 at the venue mentioned above (AGM) pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and

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No.10/17, Anandam Colony, South Canal Bank Road, Mandaveli, Chennai - 600 028.
Phone : 044-4215 3510, 4512 8000, Mobile : 95660 33011 E-mail : info@prowiscorporate.com

Administration) Rules, 2014 as amended ('Rules') and the Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations 2015, in respect of resolutions contained in the Notice dated August 12, 2016 of the AGM .

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means i.e. by remote e-voting and voting by poll (Insta Poll) at the AGM for the resolutions contained in the Notice of the 30th AGM of the Equity Shareholders of the Company. My responsibility as scrutinizer is restricted to ensure conduct of e-voting and poll in fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast 'For' or 'Against' the resolutions stated in the Notice.

Report on Scrutiny:

1. The Company has entered into an arrangement with National Securities Depository Limited ("NSDL"), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means to all the members who were eligible to take part in the remote e-voting.

2. The cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolution placed for approval of the shareholders was September 21, 2016.

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3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Sunday 25th September, 2016 (9.00 am) to Tuesday the 27th September,2016 (05.00 pm),.

4. As on the cut-off date i.e. 21stSeptember, 2016, there were18189Shareholders.

5. At the end of remote e-voting period on September 27, 2016 at 5:00 PM, voting portal of NSDL was blocked forthwith.

6. After the poll ordered by the Chairman at the AGM, One poll box kept for polling were locked in my presence with due identification marks placed by me. The keys of the poll box were handed over to the Chairman of the AGM after locking them.

7. After completion of the poll at the AGM, the poll box kept for voting were immediately opened by me in presence of two witnesses who are not the employees of the Company.

8. The shareholders present in person were 450 and by proxy was NIL at the AGM.

9. On Wednesday, 28th September, 2016 at 10:53 AM after counting the vote cast at the AGM, the votes cast through remote e-voting were unblocked by me in the presence of Ms. Nithya Pasupathy and Mr.Vignesh Balaji. R.

10. The voting ballot papers for the Poll conducted at the AGM and remote e-voting records were reconciled with the records maintained by M/s Integrated Enterprises(India) Ltd, the Registrar and Share Transfer Agents (RTA) of the

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Company along with the authorizations/ proxies lodged with the RTA/Company. The voters were also scrutinized for the purpose of eliminating duplicate voting (i.e) on remote e-voting as well as by use of ballot.

11. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.

12. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under :

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CONSOLIDATED REPORT ON RESULT OF VOTING THROUGH ELECTRONIC MEANS AND VOTING BY POLL IS AS UNDER:

ITEM NO. 1: AS AN ORDINARY RESOLUTION

TO ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016 TOGETHER WITH THE BOARD'S REPORT AND REPORT OF THE AUDITORS THEREON:

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	12	43	-	-	-	-
Number of Votes Cast by Members	4294	15682888	-	-	-	-
% of total number of valid votes cast	100%	100%	-	-	-	-

CONSOLIDATED RESULT ON VOTING OF ITEM NO : 1 :

Percentage of Votes in Favour – 100%

Percentage of Votes Against - NIL

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ITEM NO.2: AS AN ORDINARY RESOLUTION

DECLARATION OF DIVIDEND

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	9	42	-	1	-	-
Number of Votes Cast by Members	274	15682788	-	100	-	-
% of total number of valid votes cast	100%	99.9993%	-	0.0007%	-	-

CONSOLIDATED RESULT ON VOTING OF ITEM NO : 2 :

Percentage of Votes in Favour – 99.9993%

Percentage of Votes Against - 0.0007%

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ITEM NO. 3 AS AN ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF MS. REKHA RAGHUNATHAN (DIN 00057774) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HERSELF FOR RE-APPOINTMENT

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	12	40	-	3	-	-
Number of Votes Cast by Members	4294	15682813	-	75	-	-
% of total number of valid votes cast	100%	99.9995%	-	0.0005%	-	-

CONSOLIDATED RESULT ON VOTING OF ITEM NO : 3 :

Percentage of Votes in Favour – 99.9995%

Percentage of Votes against - 0.0005%

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ITEM NO. 4 AS AN ORDINARY RESOLUTION

TO APPOINT STATUTORY AUDITORS

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	9	43	-	-	-	-
Number of Votes Cast by Members	273	15682888	-	-	-	-
% of total number of valid votes cast	100%	100%	-	-	-	-

CONSOLIDATED RESULT ON VOTING OF ITEM NO: 4 :

Percentage of Votes in Favour – 100%

Percentage of Votes against - NIL

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ITEM NO.5 AS A SPECIAL RESOLUTION

TO APPROVE THE RE-APPOINTMENT OF MR. RAM RAMAMURTHY AS WHOLE-TIME DIRECTOR AND TO APPROVE THE REMUNERATION PAYABLE TO HIM:

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	12	38	-	5	-	-
Number of Votes Cast by Members	4294	15679123	-	3765	-	-
% of total number of valid votes cast	100%	99.9760%	-	0.02400%	-	-

CONSOLIDATED RESULT ON VOTING OF ITEM NO : 5 :

Percentage of Votes in Favour – 99.9760%

Percentage of Votes against - 0.02400%

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ITEM NO. 6: AS A SPECIAL RESOLUTION

TO APPROVE THE RE-APPOINTMENT OF MR. JAYAKAR KRISHNAMURTHY AS MANAGING DIRECTOR AND APPROVE THE REMUNERATION PAYABLE TO HIM:

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	12	40	-	2	-	-
Number of Votes Cast by Members	4294	15682788	-	65	-	-
% of total number of valid votes cast	100%	99.9995%	-	0.0005%	-	-

CONSOLIDATED RESULT ON VOTING OF ITEM NO : 6:

Percentage of Votes in Favour – 99.9995%

Percentage of Votes against - 0.0005%

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ITEM NO. 7: AS A SPECIAL RESOLUTION

TO APPROVE THE APPOINTMENT OF DR. V.KRISHNAMURTHY, WHO WILL BE HOLDING AN OFFICE OF PROFIT AS ADVISOR :

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	10	32	-	2	-	-
Number of Votes Cast by Members	4263	141378	-	65	-	-
% of total number of valid votes cast	100%	99.9540%	-	0.0460%	-	-

CONSOLIDATED RESULT ON VOTING OF ITEM NO : 7 :

Percentage of Votes in Favour – 99.9540

Percentage of Votes against - 0.0460

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ITEM NO. 8: AS AN ORDINARY RESOLUTION

TO RATIFY THE REMUNERATION TO BE PAID TO COST AUDITOR:

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	12	40	-	3	-	-
Number of Votes Cast by Members	4294	15682673	-	215	-	-
% of total number of valid votes cast	100%	99.9987%	-	0.0013%	-	-

CONSOLIDATED RESULT ON VOTING OF ITEM NO : 8 :

Percentage of Votes in Favour – 99.9987%

Percentage of Votes against - 0.0013%

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13. It is to be noted that

a. The shareholders abstained from voting on specific resolutions under remote e-voting were not considered.

b. Shareholders whose signature is not matched, improperly voted, abstained from voting resolutions are considered as invalid ones.

c. The Shareholders who had exercised their right to vote by way of remote e-voting and has once again voted in the AGM, then the voting casted by him/her by way of remote e-voting shall alone be considered.

14. Based on the voting reported in the above table all resolutions are passed with requisite majority, we request the Chairman of the 30th AGM to announce the results accordingly.

15. 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 herewith

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16. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

P.SRIRAM
PRACTISING COMPANY SECRETARY
COP : 3310
MEMBERHSIP NO: 4862

SIGNATURE OF THE SCRUTINIZER:

SIGNATURE OF THE CHAIRMAN OF THE MEETING:

Date : 28th September, 2016
Place : Chennai

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