



UCAL FUEL SYSTEMS LIMITED

Ref: 073/RR/RL/SEC
1st October 2018

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 32nd Annual General Meeting of the company held on 29th September 2018 at 10.45a.m at "Tag Centre", 69, T.T.K. Road, Alwarpet, Chennai 600 018.

We request you to kindly take the same on record.

Thanking you

Yours faithfully
For UCAL FUEL SYSTEMS LIMITED

REKHA RAGHUNATHAN
DIRECTOR AND COMPANY SECRETARY

Encl: as above



P Sriram & Associates
Practising Company Secretaries

CONSOLIDATED REPORT OF THE SCRUTINIZER

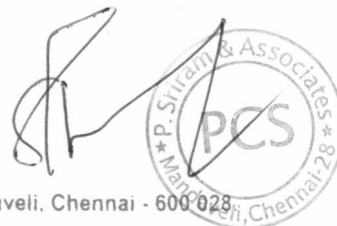
**(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xii) of the
Companies (Management and Administration) Rules, 2014)**

To,

THE CHAIRMAN OF 32ND ANNUAL GENERAL MEETING OF
UCAL FUEL SYSTEMS LIMITED,
HAVING REGISTERED OFFICE AT:
RAHEJA TOWERS,
DELTA WING -UNIT 705 177,
ANNA SALAI,
CHENNAI -600002.

**THIRTY SECOND ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF
UCAL FUEL SYSTEMS LIMITED HELD ON SATURDAY 29TH SEPTEMBER, 2018 AT
10:45 A.M. AT TAG CENTRE, 69, T.T.K.ROAD, ALWARPET, CHENNAI 600 018.**

I, P. Sriram, Proprietor of P. Sriram & Associates, Practicing Company Secretaries, was appointed as Scrutinizer by the Board of Directors of **UCAL FUEL SYSTEMS LIMITED**, CIN: L31900TN1985PLC012343 ("the Company") for the purpose of scrutinizing the voting by electronic means i.e. remote e-voting and voting by poll at the Company's Annual General Meeting (AGM) held on 29th September, 2018 at the venue mentioned above pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and 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 29th August, 2018 of the AGM held on 29th September, 2018.





P Sriram & Associates
Practising Company Secretaries

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 at the AGM for the resolutions contained in the Notice of the AGM. My responsibility as a scrutinizer is restricted to ensure that the voting process through remote e-voting and poll at the AGM is conducted in a fair and transparent manner and to make a Consolidated Scrutinizer Report of the votes cast 'For' or 'Against' the resolutions contained 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 21st September, 2018.
3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Wednesday, 26th September, 2018 (9:00 Hours IST) till Friday, 28th September, 2018 (17:00Hours IST) preceding the date of the AGM.
4. As on the cut-off date i.e. 21st September, 2018, there were 19903 Shareholders.
5. At the end of remote e-voting period on 28th September, 2018 at 17:00 HRS IST, voting portal of NSDL was blocked forthwith.

Sriram Parthasarathy
Scrutinizer



Initial of the Chairman



P Sriram & Associates
Practising Company Secretaries

6. After the poll ordered by the Chairman at the AGM, One poll box kept for polling was locked in my presence with due identification marks placed by me. The key of the poll box was 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 or through proxy/Authorised Representatives at the AGM were 706 & 255 respectively.
9. On Saturday, 29th September, 2018 at 12:15 P.M. after counting votes cast at the AGM, the votes cast through remote e-voting were unblocked by me in the presence of Ms.Nithya Pasupathy & Mr.Naresh Babu.
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 Registry Management Services Private Limited, the Registrar and Share Transfer Agents (RTA) of the 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 Poll.
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 :

Sriram Parthasarathy
Scrutinizer



Initial of the Chairman



P Sriram & Associates
Practising Company Secretaries

CONSOLIDATED REPORT ON RESULT OF VOTING THROUGH ELECTRONIC MEANS

i.e., REMOTE E- VOTING 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 2018 TOGETHER WITH 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)	9	30	0	0	0	0
Number of Votes Cast by Members	1305	15751294	0	0	0	0
% of total number of valid votes cast	0.01%	99.99%	0.00%	0.00%	0.00%	0.00%

CONSOLIDATED RESULT ON VOTING ITEM NO: 1

Percentage of Votes in Favour -100.00% (Rounded off to 0.00%)

Percentage of Votes against -0.00% (Rounded off to 0.00%)

**Sriram Parthasarathy
Scrutinizer**



Initial of the Chairman



P Sriram & Associates
Practising Company Secretaries

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	30	0	0	0	0
Number of Votes Cast by Members	1305	15751294	0	0	0	0
% of total number of valid votes cast	0.01%	99.99%	0.00%	0.00%	0.00%	0.00%

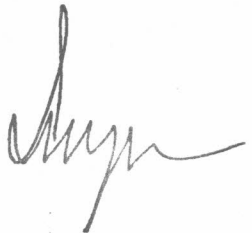
CONSOLIDATED RESULT ON VOTING ITEM NO: 2

Percentage of Votes in Favour – 100.00%

Percentage of Votes against – 0.00%


Sriram Parthasarathy
Scrutinizer




Initial of the Chairman



P Sriram & Associates
Practising Company Secretaries

ITEM NO. 3: AS AN ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF MS.REKHA RAGHUNATHAN 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)	9	29	0	1	0	0
Number of Votes Cast by Members	1305	15751064	0	230	0	0
% of total number of valid votes cast	0.01%	99.99%	0.00%	0.00%	0.00%	0.00%

CONSOLIDATED RESULT ON VOTING ITEM NO: 3

Percentage of Votes in Favour – 100.00% (Rounded to: 0.00%)

Percentage of Votes against - 0.00% (Rounded to 0.00%)

Sriram Parthasarathy
Scrutinizer



Initial of the Chairman



P Sriram & Associates
Practising Company Secretaries

ITEM NO.4 AS A SPECIAL RESOLUTION

**TO APPOINT MR.SUNDARAM BALASUBRAMANIAN (DIN:02849971) AS AN
INDEPENDENT DIRECTOR OF THE COMPANY:**

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	27	0	3	0	0
Number of Votes Cast by Members	1305	15644114	0	107180	0	0
% of total number of valid votes cast	0.01%	99.31%	0.00%	0.68%	0.00%	0.00%

CONSOLIDATED RESULT ON VOTING ITEM NO: 4

Percentage of Votes in Favour - 99.32% (Rounded off to 0.00%)

Percentage of Votes against - 0.68% (Rounded off to 0.00%)

**Sriram Parthasarathy
Scrutinizer**



Initial of the Chairman



P Sriram & Associates
Practising Company Secretaries

ITEM NO.5 AS A SPECIAL RESOLUTION

**TO APPROVE THE REAPPOINTMENT OF AND THE REMUNERATION PAYABLE TO
MR. RAM RAMAMURTHY AS WHOLE-TIME DIRECTOR:**

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	24	0	6	0	0
Number of Votes Cast by Members	1305	15643733	0	107561	0	0
% of total number of valid votes cast	0.01%	99.31%	0.00%	0.68%	0.00%	0.00%

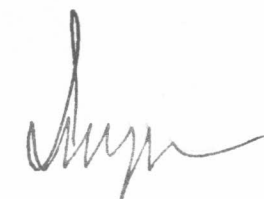
CONSOLIDATED RESULT ON VOTING ITEM NO: 5

Percentage of Votes in Favour - 99.32% (Rounded off to 0.00%)

Percentage of Votes against - 0.68% (Rounded off to 0.00%)


Sriram Parthasarathy
Scrutinizer




Initial of the Chairman



P. Sriram & Associates
Practising Company Secretaries

ITEM NO.6 AS AN ORDINARY RESOLUTION

**TO APPROVE THE REAPPOINTMENT OF AND THE REMUNERATION PAYABLE TO
DR. V. KRISHNAMURTHY, WHO WILL BE HOLDING AN OFFICE OF PROFIT, AS
ADVISOR:**

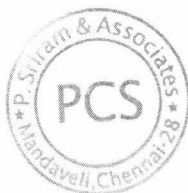
Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	9	20	0	3	0	0
Number of Votes Cast by Members	1305	211073	0	381	0	0
% of total number of valid votes cast	0.61%	99.21%	0.00%	0.18%	0.00%	0.00%

CONSOLIDATED RESULT ON VOTING ITEM NO: 6

Percentage of Votes in Favour - 99.82% (Rounded off to 0.00%)

Percentage of Votes against - 0.18% (Rounded off to 0.00%)

**Sriram Parthasarathy
Scrutinizer**



Initial of the Chairman



P. Sriram & Associates
Practising Company Secretaries

ITEM NO.7 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)	6	29	0	1	0	0
Number of Votes Cast by Members	618	15751144	0	150	0	0
% of total number of valid votes cast	0.005%	99.995%	0.00%	0.000%	0.00%	0.00%

CONSOLIDATED RESULT ON VOTING ITEM NO: 7

Percentage of Votes in Favour - 100.00% (Rounded off to 0.00%)

Percentage of Votes against - 0.00% (Rounded off to 0.00%)

Sriram Parthasarathy
Scrutinizer



Initial of the Chairman



P Sriram & Associates
Practising Company Secretaries

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 have once again voted in the AGM, the voting cast by him/ her by way of remote e-voting has been considered.

14. Based on the voting reported in the above table all resolutions are passed with requisite majority, I request the Chairman of the 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.

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,

SIGNATURE OF THE SCRUTINIZER:



(Sriram Parthasarathy)
P. Sriram & Associates
FCS No. 4862/C P No: 3310

SIGNATURE OF THE CHAIRMAN OF THE MEETING:

Date: 29th September, 2018

Place: Chennai



Sriram Parthasarathy
Scrutinizer



Initial of the Chairman