



UCAL FUEL SYSTEMS LIMITED

Ref: 045 RR/RL/SEC
1st October 2019

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 33rd Annual General Meeting of the company held on 30th September 2019 at 10.15 a.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 33RD ANNUAL GENERAL MEETING OF
UCAL FUEL SYSTEMS LIMITED,
HAVING REGISTERED OFFICE AT:
RAHEJA TOWERS,
DELTA WING -UNIT 705 177,
ANNA SALAI,
CHENNAI -600002.

**THIRTY THIRD ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF
UCAL FUEL SYSTEMS LIMITED HELD ON MONDAY 30TH SEPTEMBER, 2019 AT
10:15 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 30th September, 2019 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 31st August, 2019 of the AGM held on 30th September, 2019.

Sriram Parthasarathy
Scrutinizer



Initial of the Chairman



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 23rd September, 2019.
3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Friday, 27th September, 2019 (9:00 Hours IST) till Sunday, 29th September, 2019 (17:00Hours IST) preceding the date of the AGM.
4. As on the cut-off date i.e. 23rd September, 2019, there were 19,147 Shareholders.
5. At the end of remote e-voting period on 29th September, 2019 at 17:00 HRS IST, voting portal of NSDL was blocked forthwith.

Sriram Parthasarathy
Scrutinizer



Initial of the Chairman



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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 578 & 107 respectively.
9. On Saturday, 30th September, 2019 at 11:55 A.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.Kiran Bhaskar.
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. Srinam & 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 2019 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)	2	33	0	0	0	0
Number of Votes Cast by Members	6	15767842	0	0	0	0
% of total number of valid votes cast	0.0001	99.9999	0	0	0	0

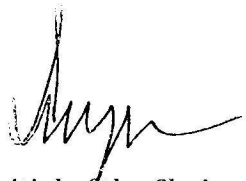
CONSOLIDATED RESULT ON VOTING ITEM NO: 1

Percentage of Votes in Favour –100.00%

Percentage of Votes against –0.00%


Sriram Parthasarathy
Scrutinizer




Initial of the Chairman



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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)	2	33	0	0	0	0
Number of Votes Cast by Members	6	15767842	0	0	0	0
% of total number of valid votes cast	0.0001	99.9999	0	0	0	0

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



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ITEM NO. 3: AS AN ORDINARY RESOLUTION

**TO APPOINT A DIRECTOR IN PLACE OF MR. RAM RAMAMURTHY WHO RETIRES
BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR REAPPOINTMENT:**

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)	2	31	0	2	0	0
Number of Votes Cast by Members	6	15766112	0	1730	0	0
% of total number of valid votes cast	0.0000	99.9890	0	0.0110	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 3

Percentage of Votes in Favour - 99.9890%

Percentage of Votes against - 0.0110%

Sriram Parthasarathy
Scrutinizer



Initial of the Chairman



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Practising Company Secretaries

ITEM NO.4 AS A SPECIAL RESOLUTION

**TO REAPPOINT MR. S. NATARAJAN (DIN: 00155988) 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)	2	32	0	1	0	0
Number of Votes Cast by Members	6	15767712	0	130	0	0
% of total number of valid votes cast	0.0000	99.9992	0	0.0008	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 4

Percentage of Votes in Favour - 99.9992%

Percentage of Votes against - 0.0008%

Sriram Parthasarathy
Scrutinizer



Initial of the Chairman



P. Sriram & Associates
Practising Company Secretaries

ITEM NO.5 AS A SPECIAL RESOLUTION

**TO REAPPOINT DR. V. SUMANTRAN (DIN: 02153989) 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)	2	32	0	1	0	0
Number of Votes Cast by Members	6	15767712	0	130	0	0
% of total number of valid votes cast	0.0000	99.9992	0	0.0008	0	0

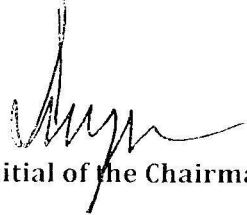
CONSOLIDATED RESULT ON VOTING ITEM NO: 5

Percentage of Votes in Favour - 99.9992%

Percentage of Votes against - 0.0008%


Sriram Parthasarathy
Scrutinizer




Initial of the Chairman



P. Sriram & Associates
Practising Company Secretaries

ITEM NO.6 AS A SPECIAL RESOLUTION

TO APPROVE THE REMUNERATION PAYABLE TO MR. JAYAKAR KRISHNAMURTHY AS MANAGING 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)	2	26	0	6	0	0
Number of Votes Cast by Members	6	15682308	0	85504	0	0
% of total number of valid votes cast	0.0000	99.4577	0	0.5423	0	0

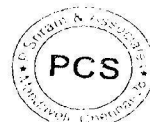
CONSOLIDATED RESULT ON VOTING ITEM NO: 6

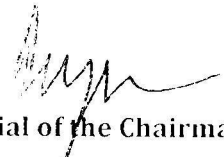
Percentage of Votes in Favour – 99.4577%

Percentage of Votes against - 0.5423%

Note: One shareholder holding 30 shares abstained from voting in this Resolution in E-Voting.

Sriram Parthasarathy
Scrutinizer




Initial of the Chairman



P. Srinani & 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)	1	32	0	1	0	0
Number of Votes Cast by Members	1	15767823	0	19	0	0
% of total number of valid votes cast	0.0000	99.9999	0	0.0001	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 7

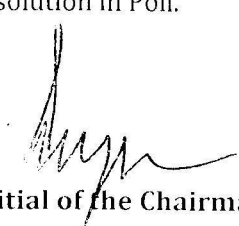
Percentage of Votes in Favour - 99.9999%

Percentage of Votes against - 0.0001%

Note: One shareholder holding 5 shares abstained from voting in this Resolution in Poll.


Sriram Parthasarathy
Scrutinizer




Initial of the Chairman



P. Sriram & Associates
Practising Company Secretaries

13. It is to be noted that

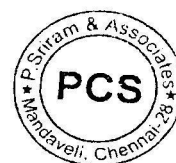
- a. The shareholders abstained from voting on specific resolutions under remote e-voting were not considered.
- b. Shareholders whose signature is not matched, improperly voted, abstained from voting resolutions are considered as invalid ones.
- c. The Shareholders who had exercised their right to vote 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 Resolutions 1 & 2 are passed unanimously and Resolutions 3 to 7 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: 30th September, 2019

Place: Chennai

Sriram Parthasarathy
Scrutinizer

Initial of the Chairman