



UCAL FUEL SYSTEMS LIMITED

1st October 2021

BSE Limited, Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001. BSE Code: 500464	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra East, Mumbai 400 051 NSE Code: UCALFUEL
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Dear Sirs,

Sub: Consolidated Scrutinizer's Report

Please find enclosed the Consolidated Scrutinizer's Report on result of voting through electronic means and e-voting at the 35th Annual General Meeting of the company held on Thursday, the 30th September 2021 at 3.30 p.m through Video Conferencing/Other Audio Visual Means (VC/OVAM).

We request you to kindly take the same on record.

Thanking you

Yours faithfully
For UCAL FUEL SYSTEMS LIMITED


V. RAMANATHAN
CHIEF FINANCIAL OFFICER AND
COMPLIANCE OFFICER

Encl: as above





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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 THE 35TH ANNUAL GENERAL MEETING OF
UCAL FUEL SYSTEMS LIMITED,
HAVING REGISTERED OFFICE AT:
RAHEJA TOWERS,
DELTA WING -UNIT 705
177, ANNA SALAI,
CHENNAI -600002.**

**THIRTY FIFTH ANNUAL GENERAL MEETING (AGM) OF THE EQUITY SHAREHOLDERS
OF UCAL FUEL SYSTEMS LIMITED HELD ON THURSDAY, THE 30TH SEPTEMBER,
2021 AT 03:30P.M. THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL
MEANS ("VC"/OAVM).**

In light of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No.20/2020 dated May 5, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 29, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No. 10/2021 dated June 23, 2021 (collectively referred to as "MCA circulars") and SEBI Vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as "SEBI circulars") have permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing/Other Audio Visual means ("VC"/OAVM) without the physical presence of the Members at a common venue.





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In compliance with the provisions of the Companies Act, 2013 ("Act"), MCA circulars, the Securities and Exchange Board of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the AGM of the Company was held through VC/OAVM and the facility to appoint proxy(ies) to attend and cast vote for the members was not made available at this AGM. Members were given the option of voting via remote e- voting and e-voting at the meeting as detailed in the Notice to the AGM and the Members who attended the meeting through VC/OAVM were counted for the purpose of reckoning the quorum under Section 103 of the Act.

I, P.Sriram, Practicing Company Secretary, Membership No-4862 and Certificate of Practice No-3310 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. remotee-voting and e-voting at the Company's Annual General Meeting(AGM)held on 30th September, 2021throughVideo Conferencing/other Audio Visual means ("VC"/OAVM") 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 02ndSeptember, 2021 to the AGM held on 30th September, 2021.





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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 e-voting at the AGM] for the resolutions contained in the Notice to the AGM. My responsibility as a scrutinizer is restricted to ensure that the voting process through remote e-voting and e-voting 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 and e-voting at the AGM.
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, 2021.
3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Monday, 27th September, 2021 (9:00 Hours IST) till Wednesday, 29th September, 2021 (17:00 Hours IST) preceding the date of the AGM.
4. As on the cut-off date i.e. 23rd September, 2021, there were 21,831 shareholders.
5. At the end of remote e-voting period on 29th September, 2021 at 17:00 HRS IST, voting portal of National Securities Depository Limited (NSDL) was blocked forthwith.





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6. 46 Shareholders attended the AGM through VC/OAVM and were counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. After conclusion of the AGM on Thursday, 30th September, 2021 at 04:44 P.M. Hours IST the votes cast through remote e-voting and e-voting at the AGM were unblocked by me in the presence of Ms. Nithya Pasupathy & Ms. Jayalakshmi who are/were not the employees of the Company.
8. The voting records of votes cast at the AGM and remote e-voting were reconciled with the records maintained/information provided as on the cut-off date, by M/s Integrated Registry Management Services Private Limited, the Registrar and Share Transfer Agents (RTA) of the Company along with the authorizations 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 e-voting at the AGM held through VC/OAVM.
9. 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

i.e., REMOTE E- VOTING AND E- VOTING AT THE AGM 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 2021 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 E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting
Number of Members voted (in person or by proxy)	0	108	0	4	0	0
Number of Votes Cast by Members	0	15623318	0	708	0	0
% of total number of valid votes cast	0	99.99%	0	0.01	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 1

Percentage of Votes in Favour -99.99%

Percentage of Votes against -0.01%





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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 E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting
Number of Members voted (in person or by proxy)	0	109	0	3	0	0
Number of Votes Cast by Members	0	15623328	0	658	0	0
% of total number of valid votes cast	0	99.99	0	0.01	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 2

Percentage of Votes in Favour –99.99%

Percentage of Votes against –0.01%





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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 E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting
Number of Members voted (in person or by proxy)	0	106	0	6	0	0
Number of Votes Cast by Members	0	15622988	0	1188	0	0
% of total number of valid votes cast	0	99.99	0	0.01	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 3

Percentage of Votes in Favour-99.99%

Percentage of Votes against - 0.01%





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SPECIAL BUSINESS

ITEM NO.4: AS AN ORDINARY RESOLUTION

RATIFICATION OF REMUNERATION TO THE COST AUDITOR FOR THE FINANCIAL YEAR 2020-21.

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting
Number of Members voted (in person or by proxy)	0	104	0	8	0	0
Number of Votes Cast by Members	0	15622738	0	1248	0	0
% of total number of valid votes cast	0	99.99	0	0.01	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 4

Percentage of Votes in Favour- 99.99%

Percentage of Votes against - 0.01%





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SPECIAL BUSINESS

ITEM NO.5: AS AN ORDINARY RESOLUTION

RATIFICATION OF REMUNERATION TO THE COST AUDITORS FOR THE FINANCIAL YEAR 2021-22.

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting
Number of Members voted (in person or by proxy)	0	104	0	8	0	0
Number of Votes Cast by Members	0	15622738	0	1248	0	0
% of total number of valid votes cast	0	99.99	0	0.01	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 5

Percentage of Votes in Favour - 99.99%

Percentage of Votes against - 0.01%





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SPECIAL BUSINESS

ITEM NO.6: AS A SPECIAL RESOLUTION

TO APPROVE THE REAPPOINTMENT OF AND THE REMUNERATION PAYABLE TO MR. JAYAKAR KRISHNAMURTHY, AS MANAGING DIRECTOR AND TO APPROVE REMUNERATION PAYABLE TO HIM.

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting
Number of Members voted (in person or by proxy)	0	103	0	9	0	0
Number of Votes Cast by Members	0	15566201	0	57975	0	0
% of total number of valid votes cast	0	99.63	0	0.37	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 6

Percentage of Votes in Favour-99.63%

Percentage of Votes against - 0.37%





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SPECIAL BUSINESS

ITEM NO.7: AS AN ORDINARY RESOLUTION

APPOINTMENT OF MR.I.V.RAO (DIN: 00329370) AS NON-EXECUTIVE AND INDEPENDENT DIRECTOR.

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting
Number of Members voted (in person or by proxy)	0	106	0	6	0	0
Number of Votes Cast by Members	0	15622988	0	1188	0	0
% of total number of valid votes cast	0	99.99	0	0.01	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 7

Percentage of Votes in Favour-99.99%

Percentage of Votes against - 0.01%



SPECIAL BUSINESS

ITEM NO.8: AS AN ORDINARY RESOLUTION

APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH MAGNETIC METER SYSTEMS (INDIA) LIMITED AND R.D.ELECTRO CIRCUITS PRIVATE LIMITED.

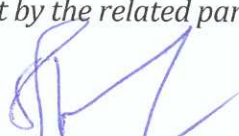
Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting
Number of Members voted (in person or by proxy)	0	99*	0	6	0	0
Number of Votes Cast by Members	0	69778*	0	1188	0	0
% of total number of valid votes cast	0	98.33%*	0	1.67%	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 8

Percentage of Votes in Favour-98.33%

Percentage of Votes against – 1.67%

**Note: Votes cast by the related parties have been excluded.*




10/17 Anandam Colony, South Canal Bank Road Mandaveli, Chennai-600028

Phone: 044-4213510, 45128000, Mobile: 9566033011 E-mail: info@prowiscorporate.com

10. It is to be noted that

- a. The shareholders/members who abstained from voting on specific resolutions were not considered for reckoning valid votes.
- b. There were no invalid votes cast.
- c. In case the shareholders who have voted by way of remote e-voting have also voted through e-voting at the AGM, then votes cast by him/ her by way of remote e-voting were only considered.
- d. The shareholders /members who have voted through e-voting at the AGM made available during the AGM but did not participate in the meeting through VC/OAVM then the votes cast by the shareholders were considered as invalid as e-voting during the meeting was available only to shareholders attending the meeting.

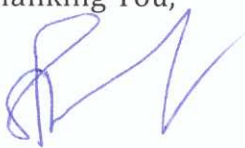
11. In case of the Resolution No 8 Vote cast by the Promoters and Promoter Group were not counted as the promoters and promoter group were interested in the said resolutions.

12. Based on the voting reported in the above table, Resolutions 1 to 8 are passed with requisite majority, I request the Chairman of the AGM to announce the results accordingly.

13. 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.

14. 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 Compliance Officer for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,



P.Sriram

Practicing Company Secretary

Membership No: 4862

Certificate of practice No: 3310

UDIN:F004862C001054394

Date: 30.09.2021

Place: Chennai