



UCAL FUEL SYSTEMS LIMITED

27th January 2023

National Stock Exchange of India Ltd Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra(E), Mumbai – 400 051 Stock Code : UCALFUEL	BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Stock Code: 500464
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Dear Sir,

Sub: Voting results of the Extra-Ordinary General Meeting of the Company held on 27th January 2023 and Scrutinizer's Report.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015, we submit herewith the voting results of the businesses transacted at the Extra-Ordinary General Meeting (EGM) of the Members of the Company held on Friday, January 27, 2023 at 11.00 a.m., through video conferencing/ Other Audio-Visual Means.

We also enclose the consolidated report of the scrutinizer on remote e-voting and e-voting at the EGM. A copy of the above is being uploaded in the website of the Company and National Securities Depository Limited (NSDL).

Kindly take the above information on record.

Thanking you

Yours faithfully
For UCAL FUEL SYSTEMS LIMITED

S.NARAYAN
COMPANY SECRETARY



CONSOLIDATED REPORT OF THE SCRUTINIZER

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

To,

The Chairperson,

UCAL FUEL SYSTEMS LIMITED,

Unit 11 b/2 (S.P), 1st Cross Road,

Ambattur industrial estate,

Chennai- 600058.

Sub: Consolidated Scrutinizer's Report of the Remote E-Voting and E-Voting conducted at the Extra Ordinary General Meeting (EGM) of Ucal Fuel Systems Limited held on Friday, January 27, 2023 at 11:00 A.M held through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

1. I, **P Muthukumar, Practising Company Secretary (COP No. 20333)**, have been appointed as the Scrutinizer by the Board of Directors of **Ucal Fuel Systems Limited ("the Company")** for the **Extra Ordinary General Meeting held on Friday, January 27, 2023, at 11:00 A.M held through Video Conferencing / Other Audio Visual Means**, pursuant to Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and subject to Regulation 44 of SEBI (LODR) Regulations, 2015 to conduct the Remote E-Voting for passing the items on the agenda as contained in the EGM Notice dated December 22, 2022, of the Extra Ordinary General Meeting ("EGM") of the Equity Shareholders of the Company.
 2. In view of the continuing COVID-19 global pandemic, the Ministry of Corporate Affairs vide its Circular No.20/2020 dated May 05, 2020 read with Circular No.14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, General Circular No.22/2020 dated 15.06.2020 and General Circular No.39/2020 dated 31.12.2020 Circular No. 10/2021 dated 23.06.2021 and Circular No. 20/2021 dated 08.12.2021 has permitted conducting of General Meeting of the Company through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the members for the meeting at a common venue. Since the EGM is held in pursuance of the above-mentioned circulars, the physical presence of the members has been dispensed with and the facility for appointment of proxies by the members was also dispensed with.
- Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
3. The management of the Company is responsible to ensure compliance with the requirements of the following for conducting the EGM of the Company through VC / OAVM:

- i. The Companies Act, 2013 and the rules made thereunder and the Circulars published by Ministry of Corporate Affairs (MCA) in this regard.
 - ii. SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to Remote E-Voting and E-Voting at the EGM on the resolutions contained in the Notice calling the EGM.
4. The Company had availed the voting facility offered by National Depository Securities Limited (NDSL), for conducting Remote E-voting and E-voting at the EGM, to enable the members to exercise their right to vote by electronic means.
 5. My Responsibility as a scrutinizer for the voting process is restricted to preparing a Scrutinizer Report on the votes cast "in favour" or "against" the resolution(s) based on the reports generated from the E-Voting system provided by the National Depository Services (India) Limited, (NDSL).
 6. The Shareholders of the Company holding shares as on the "Cut-off" date of (i.e. on Friday, January 20, 2023) were entitled to vote on the resolution as set out in the EGM Notice.
 7. The remote E-Voting commenced on Monday, January 23, 2023, 9:00 AM (IST) and ended on Thursday, January 26, 2023 at 5:00 PM (IST) and the NDSL E-Voting platform was closed in due time. After declaration of voting by the Chairperson, the shareholders present at the EGM through VC / OAVM voted through e-voting facility provided by NDSL at the EGM.
 8. The shareholders who had voted by remote e-voting through the facility provided by NDSL had been blocked and only those members who were present at the EGM through VC and who had not voted on remote E-Voting were allowed to cast their votes through E-Voting system during the EGM.
 9. After closure of E-Voting at the EGM, the votes cast through E-Voting at the EGM and through remote E-Voting prior to the date of EGM were unblocked 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 NDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.
 10. Based on the data downloaded from NDSL e-voting system, the total votes cast in favour or against on the resolution proposed in the Notice of the EGM are submitted by me as under:

RESOLUTION NO. 1

To approve change in designation of Mr. Abhaya Shankar [DIN: 00008378] from Non-Executive Director to Whole Time Director and payment of remuneration to him. (**Special Resolution**)

(i) Voted In favour / against the Resolution:

S.No	Particulars	Total	Assent	Dissent
1.	Number of Members Voting	41	39	2
2.	Number of votes cast by them	15545473	15545050	423
3.	% of Votes Cast	100	99.99%	0.01%

RESULT:

I report that the Special Resolution with regard to Resolution No. 1 as set out in the Notice of the EGM was passed by members through E-Voting at the EGM and remote e-voting with the requisite majority.

You may accordingly declare the result of the remote E-Voting and E-Voting during the EGM.

Voting details as required under Regulation 44 of SEBI LODR is enclosed as **Annexure I** of this report.

The Electronic data and relevant records relating to Remote e-voting/E-voting at the EGM shall remain in our safe custody until the chairperson considers, approves and signs the minutes of the aforesaid General Meeting and thereafter the same will be handed over to the Company Secretary for the safe keeping.

Thanking you,

Yours truly,

For **P MUTHUKUMARAN AND ASSOCIATES**

For **UCAL FUEL SYSTEMS LIMITED**

MUTHUKUMARAN

Digitally signed by MUTHUKUMARAN
Date: 2023.01.27 17:45:22 +05'30'



P. MUTHUKUMARAN

Authorised Signatory

Mem No. : F-11218

C.P No : 20333

UDIN: F011218D003061221

Date: January 27, 2023

Place: Chennai

Annexure I

The details of Voting Results with regard to the Ordinary/Special Resolution as required under Regulation 44 of the SEBI Listing Regulations, as under:

Resolution No.			01. To approve change in designation of Mr. Abhaya Shankar [DIN: 00008378] from Non-Executive Director to Whole Time Director and payment of remuneration to him.					
Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	15541431	15541431	100	15541431	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	15541431	15541431	100	15541431	0	100	0
Public- Institutions	E-Voting	1280	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1280	-	-	-	-	-	-
Public- Non Institutions	E-Voting	6570914	4042	0.06	3619	423	89.53	10.47
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	6570914	4042	0.06	3619	423	89.53	10.47
Total		22113625	15545473	70.30	15545050	423	99.99	0.01

General information about company	
Scrip code	500464
NSE Symbol	UCALFUEL
MSEI Symbol	NA
ISIN	INE139B01016
Name of the company	UCAL FUEL SYSTEMS LIMITED
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	27-01-2023
Start time of the meeting	11:00 AM
End time of the meeting	11:23 AM

Scrutinizer Details	
Name of the Scrutinizer	P. MUTHUKUMARAN
Firms Name	M/S.P.MUTHUKUMARAN AND ASSOCIATES
Qualification	CS
Membership Number	11218
Date of Board Meeting in which appointed	22-12-2022
Date of Issuance of Report to the company	27-01-2023

Voting results	
Record date	20-01-2023
Total number of shareholders on record date	21320
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	6
b) Public	55
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve change in designation of Mr.Abhaya Shankar(DIN:00008378) from Non-Executive Director to Whole-time Director and payment of remuneration to him				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15541431	15541431	100	15541431	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		15541431	15541431	100	15541431	0	100
Public-Institutions	E-Voting	1280	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1280	0	0	0	0	0
Public- Non Institutions	E-Voting	6570914	4042	0.0615	3619	423	89.5349	10.4651
	Poll							
	Postal Ballot (if applicable)							
	Total		6570914	4042	0.0615	3619	423	89.5349
Total		22113625	15545473	70.2982	15545050	423	99.9973	0.0027
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	-
Public Insitutions	-
Public - Non Insitutions	-