



P Sriram & Associates
Practising Company Secretaries

REPORT OF SCRUTINIZER

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)
Of the Companies (Management And Administration) Rules, 2014]*

To

The Chairman & Managing Director,
UCAL FUEL SYSTEMS LIMITED
Raheja Towers, Delta Wing -Unit 705,
177, Anna Salai,
Chennai - 600002.

Meeting: 28th Annual General Meeting of the Members

Date and Time: **Monday, 29th September 2014** at 12.15 P.M

The Mini Hall, The Music Academy, New No 168(Old No 306)
T.T.K.Road, Royapettah, Chennai- 600014.

Dear Sir,

I, P. SRIRAM, Practising Company Secretary appointed as Scrutinizer for the purpose of the poll taken on the resolution(s) mentioned in the Notice of AGM dated 30th August, 2014, at the meeting of the members of Ucal Fuel Systems Limited (Company), held on Monday, 29th September 2014 at 12.15 P.M at The Mini Hall, The Music Academy, New No 168(Old No 306) T.T.K.Road, Royapettah, Chennai- 600014, submit my report as under:

- 1 After the time fixed for closing of the poll by the Chairman, Two ballots boxes kept for polling were locked in my presence with due identification marks placed by me
- 2 The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with Registrar & Transfer Agents.





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3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately
4. The result of the Poll is Annexed Resolution wise.
5. Soft copy of the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the Company Secretary.
6. The poll papers and all other relevant records duly have been handed over to the Company Secretary for safe keeping.

Date: 30th September, 2014

Place: Chennai

Yours faithfully,



P.SRIRAM

Scrutinizer

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Resolution – 01 (Ordinary Resolution)

Adoption of Annual Accounts for the Year ended 31st March 2014

(i) Voted in favour of the resolution:

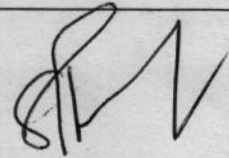
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	66	11.27

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	520	88.73

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0




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Resolution – 02 (Ordinary Resolution)

Appointment of Director in place of Shri B Raj Kumar who retires by rotation

(i) Voted in favour of the resolution:

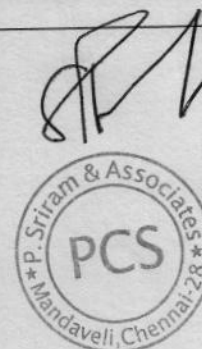
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	66	11.27

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	520	88.73

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



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*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)
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Resolution – 03 (Ordinary Resolution)

Appointment of Director in place of Mr.S.Natarajan who retires by rotation and Mr.S.Natarajan re-appointment as an Independent Director of the Company not liable to retire by rotation for a term of five consecutive years

(i) Voted in favour of the resolution:

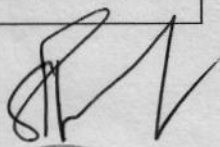
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	66	11.27

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	520	88.73

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0




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Resolution- 04 (Ordinary Resolution)

Appointment of M/s.G. Balu associates, Chartered Accountants as auditor of the Company

(i) Voted in favour of the resolution:

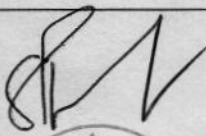
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	66	11.27

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	520	88.73

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0






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Resolution – 05 (Ordinary Resolution)

Appointment of Mr.Ram Ramamurthy as a director liable to retire by rotation

(i) Voted in favour of the resolution:

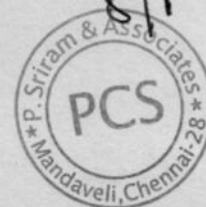
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	66	11.27

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	520	88.73

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



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Resolution – 06 (Special Resolution)

Appointment of Mr.Ram Ramamurthy as a whole time director.

(i) Voted in favour of the resolution:

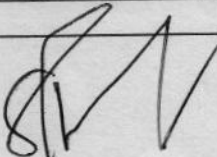
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	61	10.41

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	525	89.59

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0







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*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)
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Resolution – 07 (Ordinary Resolution)

Appointment of Dr. V. Sumantran as an independent director of the Company not liable to retire by rotation for a term of five consecutive.

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	61	10.41

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	525	89.59

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0





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Resolution – 08 (Ordinary Resolution)

Appointment of Dr. M. S. Ananth as an independent director of the Company not liable to retire by rotation for a term of five consecutive.

(i) Voted in favour of the resolution:

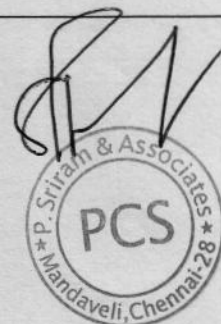
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	61	10.41

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	525	89.59

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0





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Resolution – 09 (Special Resolution)

Resolution passed under Section 180(1) (C) of the Companies Act 2013 for borrowing limits of the company

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	61	10.41

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	525	89.59

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0





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Resolution – 10 (Special Resolution)

Resolution passed under Section 180(1) (a) of the Companies Act 2013 for Creation of Charge and Mortgage

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	61	10.41

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	525	89.59

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0





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Resolution – 11 (Special Resolution)

Special Resolution for alteration of Articles of Association of the Company pursuant to Section 14 of the Companies Act, 2013

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	66	11.27

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	520	88.73

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0





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Resolution – 12 (Special Resolution)

Resolution passed under Section 188(f) of the Companies Act 2013 for Dr.V.Krishnamurthy to hold an office or place of profit

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	41	7.00

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	545	93.00

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

