

# FORM NO. MGT-7

[Pursuant to sub-section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



# Annual Return

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L31900TN1985PLC012343

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACU0541K

(ii) (a) Name of the company

UCAL FUEL SYSTEMS LIMITED

(b) Registered office address

RAHEJA TOWERS ,DELTA WING -UNIT 705  
177, ANNA SALAI,  
CHENNAI -600002  
Tamil Nadu  
INDIA

(c) \*email-ID of the company

ufsl.ho@ucalfuel.co.in

(d) \*Telephone number with STD code

04442208111

(e) Website

www.ucalfuel.com

(iii) Date of Incorporation

04/11/1985

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1
2	THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U65993TN1987PLC014964

Pre-fill

Name of the Registrar and Transfer Agent

INTEGRATED ENTERPRISES (INDIA) LIMITED

Registered office address of the Registrar and Transfer Agents

5A ,5TH FLOOR ,KENCES TOWERS,1, RAMAKRISHNA STREET  
NORTH USMAN ROAD,T.NAGAR

(vii) \*Financial year From  (DD/MM/YYYY) To  (DD/MM/YYYY)

(viii) \*Whether Annual General Meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C11	Motor vehicles, trailers, semi trailers and other Transport Vehicles	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/ Associate/ Joint Venture	% of shares held
1	UCAL POLYMER INDUSTRIES LI	U25199PY1999PLC001488	Subsidiary	100
2	AMTEC PRECISION PRODUCTS		Subsidiary	100

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	75,000,000	22,113,625	22,113,625	22,113,625
Total amount of equity shares (in rupees)	750,000,000	221,136,250	221,136,250	221,136,250

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of equity shares	75,000,000	22,113,625	22,113,625	22,113,625
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	750,000,000	221,136,250	221,136,250	221,136,250

###### (b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

###### (d) Break-up of paid-up share capital

Class of Shares	Number of shares	Total Nominal Amount	Total Paid-up amount	Total premium
Equity shares				

<b>At the beginning of the year</b>	22,113,625	221,136,250	221,136,250	
<b>Increase during the year</b>	0	0	0	0
i. Public Issues	0	0	0	
ii. Rights issue	0	0	0	
iii. Bonus issue	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	
v. ESOPs	0	0	0	
vi. Sweat equity shares allotted	0	0	0	
vii. Conversion of Preference share	0	0	0	
viii. Conversion of Debentures	0	0	0	
ix. GDRs/ADRs	0	0	0	
x. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	
ii. Shares forfeited	0	0	0	
iii. Reduction of share capital	0	0	0	
iv. Others, specify				
<b>At the end of the year</b>	22,113,625	221,136,250	221,136,250	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	
ii. Re-issue of forfeited shares	0	0	0	
iii. Others, specify				
<b>Decrease during the year</b>	0	0	0	0

i. Redemption of shares	0	0	0	
ii. Shares forfeited	0	0	0	
iii. Reduction of share capital	0	0	0	
iv. Others, specify				
<b>At the end of the year</b>	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of Previous AGM		29/09/2014	
Date of Registration of Transfer			
Type of Transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ debenture/ unit (in Rs.)	
Ledger Folio of Transferor			

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	Middle Name	First Name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	Middle Name	First Name

Date of Registration of Transfer	<input type="text"/>
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Type of Transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ debenture/ unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	Middle Name	First Name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	Middle Name	First Name

**(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,726,342,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			309,283,000
Deposit			0
<b>Total</b>	0		2,035,625,000

**Details of debentures**

Class of Debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

5,307,792,000

**(ii) Net worth of the Company**

315,032,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	547,979	2.48	0	
	(ii) Non-resident Indian (NRI)	354,208	1.6	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	14,637,653	66.19	0	
10.	Others	0	0	0	
	<b>Total</b>	15,539,840	70.27	0	0

**Total number of shareholders (promoters)**

7

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	5,498,545	24.86	0	



	(ii) Non-resident Indian (NRI)	71,622	0.32	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	18,275	0.08	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	400	0	0	
7.	Mutual funds	43,680	0.2	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	941,263	4.26	0	
10.	Others	0	0	0	
	<b>Total</b>	6,573,785	29.73	0	0

**Total number of shareholders (other than promoters)**

16,754

**Total number of shareholders (Promoters+Public/Other than promoters)**

16,761

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ILF MAURITIUS	CITIBANK NA, CUSTODY SERVICES,			400	0

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	17,771	16,761
Debenture holders	0	0

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### (A) \*Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	0	1	0	1.6	0
<b>B. Non-Promoter</b>	1	3	2	3	0	0
(i) Non-Independent	1	0	2	0	0	0
(ii) Independent	0	3	0	3	0	0
<b>C. Nominee Directors representing</b>	0	1	0	0	0	0
(i) Banks and FIs	0	1	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>2</b>	<b>4</b>	<b>3</b>	<b>3</b>	<b>1.6</b>	<b>0</b>

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

6

### (B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any)
MR. JAYAKAR KRISHN	00018987	Managing Director	354,208	
MR.RAM RAMAMURTHI	06955444	Whole-time director	0	
MS.REKHA RAGHUNA	00057774	Additional director	0	
MR.S.NATARAJAN	00155988	Director	0	
DR.V.SUMANTRAN	02153989	Director	0	
DR.M.S. ANANTH	00482391	Director	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/CLB/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members who attended the meeting	% of total shareholding of attended members
ANNUAL GENERAL MEETI	29/09/2014	17,173	637	70.48

### B. BOARD MEETINGS

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	as %age of total directors
1	09/05/2014	5	4	80
2	11/08/2014	4	3	75
3	30/08/2014	5	3	60
4	08/11/2014	5	5	100
5	09/02/2015	5	5	100

### C. COMMITTEE MEETINGS

Number of meetings held

11

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	as %age of total members
1	AUDIT COMM	29/04/2014	3	3	100
2	AUDIT COMM	11/08/2014	4	3	75
3	AUDIT COMM	08/11/2014	4	4	100
4	AUDIT COMM	09/02/2015	4	4	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	as %age of total members
5	NOMINATION	11/08/2014	3	2	66.67
6	NOMINATION	30/08/2014	3	2	66.67
7	STAKEHOLDER	09/05/2014	2	2	100
8	STAKEHOLDER	08/11/2014	3	3	100
9	STAKEHOLDER	09/02/2015	3	3	100
10	STRATEGIC	21/03/2015	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on 30/09/2015 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	MR. JAYAKAR	5	4	80	9	9	100	Yes
2	MR.RAM RAM	3	3	100	4	4	100	Yes
3	MS.REKHA R.	0	0	0	0	0	0	Yes
4	MR.S.NATARAJAN	5	4	80	6	6	100	Yes
5	DR.V.SUMAN	5	5	100	6	6	100	Yes
6	DR.M.S. ANAND	5	3	60	10	7	70	No

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	MR.JAYAKAR KRISHNAN	CHAIRMAN AND MANAGING DIRECTOR	17,504,938	5,099,504	0	964,000	23,568,442
2	MR.RAM RAMAMURUGAN	WHOLE TIME DIRECTOR	690,000	0	0	82,800	772,800
	Total		18,194,938	5,099,504	0	1,046,800	0

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MS.REKHA RAGHU	COMPANY SEC	2,170,316	0	0	76,723	2,247,039
2	MR.N. GNANASAM	CHIEF FINANCI	2,842,264	0	0	127,670	2,969,934
	Total		5,012,580	0	0	204,393	0

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MR.S. NATARAJAN	INDEPENDENT	0	0	0	200,000	200,000
2	DR.M.S. ANANTH	INDEPENDENT	0	0	0	180,000	180,000
3	DR.V. SUMANTRAI	INDEPENDENT	0	0	0	220,000	220,000
4	MR.K.AJIT KUMAR	NOMINEE DIRE	0	0	0	20,000	20,000
	Total		0	0	0	620,000	0

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A. \*Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013

during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

P.SRIRAM

Whether associate or fellow

Associate  Fellow

Certificate of practice number

3310

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.

**Declaration**

I am authorised by the Board of Directors of the company vide resolution no.  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

RAGHUNAT  
HAN REKHA

DIN of the director

00057774

**To be digitally signed by**

PARTHASA  
RATHY  
SRIRAM

- Company Secretary
- Company Secretary in Practice

Membership number

4862

Certificate of practice number

3310

**Attachments**

- 1. list of share holders, debenture holders;
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any.

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

UFSL MGT-8.pdf
LIST OF COMMITTEE MEETINGS 2014-2

**Remove attachment**

Modify

Check Form

Prescrutiny

Submit

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**This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the company**