



UCAL FUEL SYSTEMS LIMITED

2nd January 2021

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 e-voting at the 34th Annual General Meeting of the company held on Thursday, the 31st December 2020 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

A handwritten signature in black ink, appearing to read "Shivakumr".

M.R. SHIVAKUMR
GENERAL MANAGER - FINANCE

Encl: as above

REG.OFFICE : "Raheja Towers", Delta Wing - Unit 705,
177,Anna Salai, Chennai - 600 002, India.
Tel : (91-44) 42208111 Fax : (91-44) 2860 5020
E-mail : investor@ucal.com Website : www.ucalfuel.com
CIN L31900TN1985PLC012343





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 THE 34TH ANNUAL GENERAL MEETING OF
UCAL FUEL SYSTEMS LIMITED,
HAVING REGISTERED OFFICE AT:
RAHEJA TOWERS,
DELTA WING -UNIT 705
177, ANNA SALAI,
CHENNAI -600002.**

**THIRTY FOURTH ANNUAL GENERAL MEETING (AGM) OF THE EQUITY
SHAREHOLDERS OF UCAL FUEL SYSTEMS LIMITED HELD ON THURSDAY 31ST
DECEMBER, 2020 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 dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA circulars") and the Securities and Exchange Board of India, vide its Circular dated May 12, 2020 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.



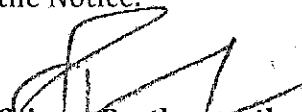


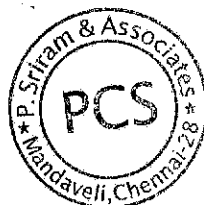
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In compliance with the provisions of the Companies Act, 2013 ("Act"), MCA circulars, the Securities and Exchange Board of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the AGM of the 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, Practising 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 31st December,2020throughVideo 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 07th December, 2020to the AGM held on 31st December, 2020.

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.


Sriram Parthasarathy
Scrutinizer



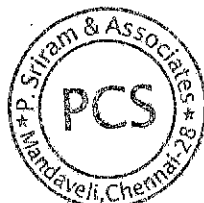


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Report on scrutiny:

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 24th December 2020.
3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Monday, 28th December, 2020 (9:00 Hours IST) till Wednesday, 30th December, 2020 (17:00 Hours IST) preceding the date of the AGM.
4. As on the cut-off date i.e. 24th December 2020, there were 21,453 Shareholders.
5. At the end of remote e-voting period on 30th December, 2020 at 17:00 HRS IST, voting portal of National Securities Depository Limited (NSDL) was blocked forthwith.
6. 47 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, 31st December 2020 at 04.00 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 & Mr. Ganeshram who are/were not the employees of the Company.

Sriram Parthasarathy
Scrutinizer

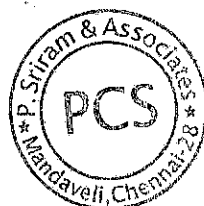




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8. The voting records of votes cast at the AGM and remote e-voting were reconciled with the records maintained/information provided as on the cut-off date, by M/s Integrated Registry Management Services Private Limited, the Registrar and Share Transfer Agents (RTA) of the Company along with the authorizations/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 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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Scrutinizer



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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 2020 TOGETHER WITH THEBOARD'S REPORT AND REPORT OF THE AUDITORS THEREON:

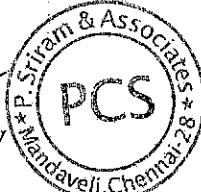
Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting
Number of Members voted (in person or by proxy)	0	47	0	1	0	0
Number of Votes Cast by Members	0	15742383	0	1	0	0
% of total number of valid votes cast	0	99.999	0	0.001	0	0

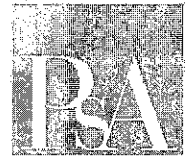
CONSOLIDATED RESULT ON VOTING ITEM NO: 1

Percentage of Votes in Favour -99.999%

Percentage of Votes against -0.001%


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Scrutinizer





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ITEM NO.2: AS AN ORDINARY RESOLUTION


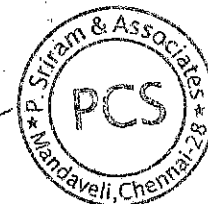
TO APPOINT A DIRECTOR IN THE PLACE OF MS. REKHA RAGHUNATHAN WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HERSELF FOR REAPPOINTMENT:

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	44	0	4	0	0
Number of Votes Cast by Members	0	15658628	0	83756	0	0
% of total number of valid votes cast	0	99.468	0	0.532	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 2

Percentage of Votes in Favour -99.468%

Percentage of Votes against -0.532%

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ITEM NO. 3: AS A SPECIAL RESOLUTION

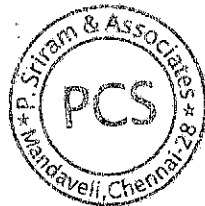
**TO APPROVE THE REAPPOINTMENT OF AND THE REMUNERATION PAYABLE TO
MR. RAM RAMAMURTHY AS WHOLE-TIME DIRECTOR:**

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	45	0	3	0	0
Number of Votes Cast by Members	0	15741864	0	520	0	0
% of total number of valid votes cast	0	99.997	0	0.003	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 3

Percentage of Votes in Favour-99.997%

Percentage of Votes against - 0.003%



**Sriram Parthasarathy
Scrutinizer**



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ITEM NO.4 AS AN ORDINARY RESOLUTION

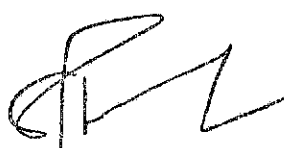
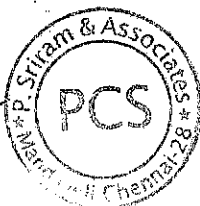
**TO APPROVE THE REAPPOINTMENT OF AND THE REMUNERATION PAYABLE TO
DR. V. KRISHNAMURTHY, WHO WILL BE HOLDING AN OFFICE OF PROFIT, AS
ADVISOR:**

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	34	0	6	0	0
Number of Votes Cast by Members	0	104849	0	84275	0	0
% of total number of valid votes cast	0	55.439	0	44.561	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 4

Percentage of Votes in Favour- 55.439%

Percentage of Votes against - 44.561%

**Sriram Parthasarathy
Scrutinizer**



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ITEM NO.5AS AN ORDINARY RESOLUTION

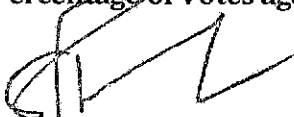
**APPOINTMENT OF MS. LAKSHMINARAYANAN PRIYADARSHINI (DIN:06592671) AS
NON-EXECUTIVE AND INDEPENDENT DIRECTOR:**

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	45	0	3	0	0
Number of Votes Cast by Members	0	15741864	0	520	0	0
% of total number of valid votes cast	0	99.997	0	0.003	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 5

Percentage of Votes in Favour - 99.997%

Percentage of Votes against - 0.003%


Sriram Parthasarathy
Scrutinizer





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ITEM NO.6AS AN ORDINARY RESOLUTION

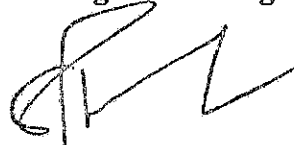
**APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH MAGNETIC
METER SYSTEMS (INDIA) LIMITED AND R.D. ELECTRO CIRCUITS PRIVATE
LIMITED:**

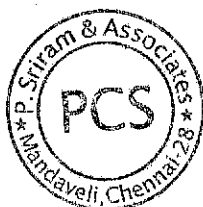
Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting	Through E-voting at AGM	Through remote e-voting
Number of Members voted (in person or by proxy)	0	38	0	2	0	0
Number of Votes Cast by Members	0	188623	0	501	0	0
% of total number of valid votes cast	0	99.735	0	0.265	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 6

Percentage of Votes in Favour-99.735%

Percentage of Votes against - 0.265%


Sriram Parthasarathy
Scrutinizer





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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.

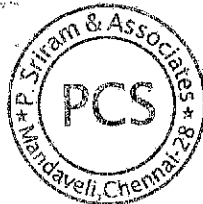
11. In case of the Resolution No 4 and Resolution No 6 Vote cast by the Promoters and Promoter Group were not counted as the promoters and promoter group were interested in the said resolutions.

12. Based on the voting reported in the above table Resolutions 1 to 6 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 Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,



P.Sriram

Practising Company Secretary

Membership No: 4862

Certificate of practice No: 3310

UDIN:F004862B001818311

Date: 02.01.2021

Place: Chennai