

## NOTICE

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting ("AGM") of the shareholders of UCAL FUEL SYSTEMS LIMITED, Corporate Identification Number - L31900TN1985PLC012343 ("Company") will be held on Wednesday, September 28, 2016 at 10.00 AM at "Dynasty Hall", Hotel Ambassador Pallava, No. 30, Montieth Road, Egmore, Chennai - 600008, to transact the following business:-

### ORDINARY BUSINESS :

- Item No 1: To adopt the Audited Financial Statements of the company for the financial year ended 31<sup>st</sup> March, 2016 together with the Board's Report and report of the Auditors thereon

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution.

"Resolved that the Audited Financial Statements of the company for the financial year ended 31<sup>st</sup> March, 2016 together with the Board's Report and report of the Auditors thereon including the Audited Consolidated Financial Statements of the Company for the year ended on that date together with the Report of the Auditors thereon be and is hereby approved and adopted"
- Item No 2 : Declaration of dividend

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution.

"Resolved that out of the profits of the financial year ended 31<sup>st</sup> March 2016, a dividend at the rate of ₹3.50 per share be paid on the equity share capital of the company as recommended by the Board of directors and the said dividend be paid to the shareholders whose names appear in the register of members as on 21<sup>st</sup> September, 2016."
- Item No 3 : To appoint a director in place of Ms. Rekha Raghunathan (DIN 00057774) who retires by rotation and being eligible offers herself for re-appointment

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution.

"Resolved that Ms. Rekha Raghunathan (DIN 00057774) who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as Director of the company."
- Item No 4 : To appoint Statutory Auditors

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or enactment(s) thereof for the time being in force and pursuant to the recommendations of the Audit Committee and of the Board of Directors of the company, M/s G. Balu Associates, Chartered Accountants, Chennai, (Firm Registration Number 000376S), who have offered themselves for re-appointment and confirmed their eligibility to be appointed as Statutory Auditors of the company in terms of Section 141 of the Act and Rules made thereunder be and are hereby re-appointed as Statutory Auditors of the company to hold such office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such terms and conditions and on a remuneration as may be fixed by the Board on the recommendation of the Audit Committee."

### SPECIAL BUSINESS:

- Item No: 5 – To approve the re-appointment of Mr. Ram Ramamurthy as Whole-time Director and to approve the remuneration payable to him

To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the approval of the Central Government wherever necessary, the consent of the Shareholders, be and is hereby accorded to the re-appointment of Mr. Ram Ramamurthy (holding DIN 06955444) as Whole-time Director of the company for a period of two years from 4<sup>th</sup> September, 2016 to 3<sup>rd</sup> September, 2018 (both days inclusive), whose office shall be liable to determination of retirement by rotation of directors and who fulfils all the conditions specified under Schedule V to the Companies Act, 2013 including Part I of Schedule V on a remuneration of ₹ 2,00,000/-per month (excluding reimbursement of travelling and other actual expenses incurred for the purpose of company's business) and subject to the condition that the overall total managerial remuneration including salary, perquisites and commission shall not exceed the limits specified under Sections 197 and 198 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof as recommended by the Nomination and Remuneration Committee, Audit committee and approved by the Board of Directors".

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the company will either pay minimum remuneration by way of salary and perquisites in accordance with Schedule V to the Companies Act, 2013 not exceeding the statutory limits prescribed or allowed by the Central Government or shall apply to the Central Government to continue to pay the remuneration stated herein above without seeking further approval from the shareholders."

"RESOLVED FURTHER THAT Ms. Rekha Raghunathan, Director and Company Secretary be and is hereby authorised to do all such acts and deeds as may be necessary to give effect to the above resolutions."

6. Item No. 6: To approve the re-appointment of Mr. Jayakar Krishnamurthy as Managing Director and to approve the remuneration payable to him.

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 2 (94), 196, 197, 198 and 203 read with related rules and Schedule V and other applicable provisions of the Companies Act, 2013 and subject to approval of the Central Government and such other approvals, permissions, sanctions as may be required, the consent of the shareholders be and is hereby accorded for the re-appointment of Mr. Jayakar Krishnamurthy (who is also the Chairman of the company), as Managing Director of the company for a period of 5 years with effect from 1<sup>st</sup> September, 2016 to 31<sup>st</sup> August, 2021 (both days inclusive) on the following terms of remuneration, as recommended by the Nomination and Remuneration Committee, Audit committee and approved by the Board of Directors.

- a. Salary ₹ 86 Lakhs per annum
- b. Special allowance ₹ 65 Lakhs per annum (This allowance, however will not be taken into account for calculation of benefits such as provident fund, gratuity, superannuation and leave encashment)
- c. House rent allowance ₹ 33 lakhs per annum

**Perquisites:**

- a. Medical Expenses: Reimbursement of medical expenses incurred in India for self and family subject to a ceiling of one month's basic salary for a year as per the rules of the company.
- b. Leave travel expenses: Leave travel expenses for self and family, subject to a ceiling of one month's basic salary for a year as per the rules of the company.
- c. Club Fees: Fees of one corporate club in India (Including admission and membership fee).
- d. Personal Accident Insurance Premium for self and family as per the rules of the company.
- e. (i) Company's contribution towards provident fund and superannuation fund on basic salary as per the rules of the company.  
(ii) Gratuity calculated on the basic salary as per the rules of the company.
- f. Up to two cars for use on company's business.
- g. Leave and encashment of leave, in accordance with the rules of the company.
- h. Other Allowances/benefits/perquisites: Any other allowances, benefits and perquisites as per the rules applicable to the senior executive of the company and/or which may become applicable in future and/or any other allowance, perquisites as the Board may from time to time decide.
- i. Commission will be calculated at such percentage so as to make the overall remuneration including salary, perquisites and commission stated above, equivalent to 7.5% of the net profits in the respective years of the company as computed under Section 198 read with Schedule V to the Companies Act, 2013.

The Managing director shall be entitled to reimbursement of all actual expenses, including those on entertainment and travelling incurred by him in the course of the company's business.

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the company will either pay minimum remuneration by way of salary and perquisites in accordance with Schedule V to the Companies Act, 2013 not exceeding the statutory limits prescribed or allowed by the Central Government or shall apply to the Central Government to continue to pay the remuneration stated hereinabove without seeking further approval from the shareholders".

"RESOLVED FURTHER THAT Ms. Rekha Raghunathan, Director and Company Secretary be and is hereby authorised to do all such acts and deeds as may be necessary to give effect to the above resolutions."

7. Item No: 7 – To approve the appointment of Dr. V. Krishnamurthy, who will be holding an office of profit, as Advisor. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:
- “RESOLVED THAT pursuant to the provisions of Section 188(f) of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government, the approval of the shareholders of the company be and is hereby accorded to the appointment of Dr. V. Krishnamurthy, relative of Mr. Jayakar Krishnamurthy, Chairman and Managing Director of the Company, to hold an office or place of profit as Advisor to the Company on a monthly remuneration of ₹ 6,50,000/- (Rupees six lakh fifty thousand only) (excluding reimbursement of travelling and other actual expenses incurred for the purpose of company’s business) for a period of two years with effect from 21<sup>st</sup> September, 2016 to 20<sup>th</sup> September, 2018 (both days inclusive) as recommended by the Nomination and Remuneration Committee, Audit Committee and approved by the Board of Directors.”

“RESOLVED FURTHER THAT Ms. Rekha Raghunathan, Director and Company Secretary be and is hereby authorised to do all such acts and deeds as may be necessary to give effect to the above resolution.”

8. Item No 8: To ratify the remuneration to be paid to Cost Auditor

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution.

“RESOLVED THAT the company do hereby confirm and ratify in terms of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, the remuneration approved by the Board of Directors on the recommendation of the Audit Committee payable to Mr. V. Kalyanaraman, Cost Accountant (Sole Proprietor Number 100006) for conducting the audit of the cost records of the company for the financial year 2016-2017, at ₹ 5,00,000 per annum (Rupees five lakh only per annum) excluding applicable taxes and out of pocket expense, if any, actually incurred for purpose of such audit.”

RESOLVED FURTHER THAT Ms. Rekha Raghunathan, Director and Company Secretary be and is hereby authorised to do all such acts and deeds as may be necessary to give effect to the above resolution.”

By Order of the Board  
For UCAL FUEL SYSTEMS LIMITED

**REKHA RAGHUNATHAN**  
DIRECTOR AND COMPANY SECRETARY

Place : Chennai

Date : 12<sup>th</sup> August, 2016

## NOTES

1. A shareholder entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a shareholder of the company.
2. The instrument appointing the proxy, in order to be effective, must be deposited at the company’s registered office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
3. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company. In case a proxy is proposed to be appointed by a shareholder holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Items No. 5, 6, 7 and 8 which sets out the details with respect to the special business to be transacted at the meeting is annexed hereto.
5. Pursuant to Provisions of Section 91 of the Companies Act, 2013, the register of members and share transfer books of the company will remain closed from Thursday, 22<sup>nd</sup> September, 2016, to Wednesday, the 28<sup>th</sup> September, 2016 (both days inclusive) for the payment of dividend on equity shares.
6. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended, the company is providing facility for voting by electronic means and the business set out in this notice shall be transacted through remote e-voting. The shareholders can cast their votes by way of remote e-voting in proportion to their share of the paid up equity share capital of the company as on the cut-off date 21<sup>st</sup> September, 2016. The company also offers the facility of voting through polling at the Annual General Meeting. The shareholders can vote under any one of the options mentioned above.

7. As per the provisions of section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014 shareholders holding shares in physical form may file nomination in the prescribed SH-13 with the company's Registrar and Transfer Agent. In respect of shares held in demat form, the nomination form may be filed with the respective Depository Participant (DP).
8. Shareholders are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the company for admission to the meeting hall. Shareholders who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for identification. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
9. Corporate shareholders intending to send their authorised representatives to attend the AGM are requested to send to the company a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the AGM.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant with whom they are maintaining their dematerialised accounts. Shareholders holding shares in physical form can submit their PAN details to the company's Registrar and Transfer Agent (RTA) M/s. Integrated Enterprises (India) Pvt. Ltd. (Integrated).
11. Shareholders holding shares in electronic form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form are requested to advise any change in their address immediately to Integrated.
12. Shareholders holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Shareholders can contact the company or Integrated for assistance in this regard.
13. Shareholders who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Integrated for consolidation into a single folio.
14. Details pertaining to Directors seeking appointment / re-appointment required as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the Explanatory Statement to this notice.
15. Pursuant to the provisions of Section 205A of the Companies Act, 1956 and Section 125 of Companies Act, 2013, the company has transferred the unpaid or unclaimed dividends for the financial years upto 2007-2008 from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 the company has uploaded the details of unpaid and unclaimed amounts lying with the company as on 30<sup>th</sup> September, 2015 (date of last Annual General Meeting) on the website of the Ministry of Corporate Affairs. Shareholders who have not encashed their dividend warrants pertaining to the financial years 2009-2010, 2010-2011, 2011-2012, 2012-2013, 2013-2014, and 2014-2015 are advised to write to the company/ Integrated immediately claiming the dividends declared by the company.
16. Shareholders desirous of getting any information about the accounts and/or operations of the company are requested to write to the company at least seven days before the date of the Annual General Meeting to enable the company to keep the information ready at the meeting.
17. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 20, 101 and 136 of the Companies Act, 2013, electronic copy of Annual Report and this Notice inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and proxy form are being sent by e-mail to those shareholders whose e-mail addresses have been made available to the company/Depository Participants / RTA and by permitted mode to Shareholders, who have not registered their email id with the Company / Depository Participants / RTA. The Shareholders are requested to note that they shall be entitled to receive free of cost the physical copy(ies) sent by email upon receipt of requisition from them anytime as a shareholder of the Company.
18. Shareholders holding shares in electronic mode are requested to keep their email addresses updated with the Depository Participants. Shareholders holding shares in physical mode are also requested to update their email addresses by writing to Integrated, at 2<sup>nd</sup> Floor, Kences Towers, No. 1 Ramakrishna Street, off. North Usman Road, T. Nagar, Chennai 600 017 quoting their folio number(s).
20. All documents referred to in the Notice and the explanatory statement are available for inspection at the Registered Office of the company during normal business hours on all days except on Sundays and Public holidays up to and including the date of the Annual General Meeting.



21. Shareholders may note that the Notice to the 30<sup>th</sup> Annual General Meeting of the company and the Annual Report for 2015-2016 will also be made available in the company's website [www.ucalfuel.com](http://www.ucalfuel.com).
22. The company has a separate email id: [investor@ucalfuel.co.in](mailto:investor@ucalfuel.co.in) to enable shareholders to register their complaints / queries if any.

23. VOTING PROCESS AND INSTRUCTIONS:

REMOTE E-VOTING (VOTING THROUGH ELECTRONIC MEANS):-

In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide shareholders the facility to exercise their right to vote at the Annual General Meeting by electronic means and the business may be transacted through remote e-voting Services provided by National Securities Depository Limited (NSDL):

The remote e-voting period shall commence from 25<sup>th</sup> September, 2016 at 9.00 a.m. and shall close on 27<sup>th</sup> September, 2016 at 5 p.m. During this period of remote e-voting, the shareholders of the company, holding shares either in physical form or in dematerialised form may cast their vote electronically. The remote e-voting module will be disabled for voting thereafter and the shareholders will not be able to cast their vote electronically beyond the date and time mentioned above that is 27<sup>th</sup> September, 2016 at 5 p.m.

- I. The instructions for remote e-voting are as under:
  - A. In case a shareholder receives an email from NSDL [for shareholders whose email IDs are registered with the company/ Depository Participant(s)]:
    - (i) Open email and open PDF file viz; "UCALFUEL-evoting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-Voting: Active Voting Cycles.
    - (vii) Select "EVEN" of UCAL FUEL SYSTEMS LIMITED.
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [ufsl.scrutiny@gmail.com](mailto:ufsl.scrutiny@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - B. In case a shareholder receives physical copy of the Notice of AGM [for shareholders whose email IDs are not registered with the company/ Depository Participant(s) or are requesting physical copy], the following instructions may be noted:
    - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote E-Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- III. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/ PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- V. The remote e-voting period commences on 25<sup>th</sup> September, 2016 (9.00 a.m.) and ends on 27<sup>th</sup> September, 2016 (5.00 p.m.). During this period shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21<sup>st</sup> September, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the company as on the cut-off date 21<sup>st</sup> September, 2016.
- VII. Mr. P. Sriram, Practising Company Secretary (Membership No. 4862) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall immediately after the conclusion of the voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two(2) witnesses not in the employment of the company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman and Managing Director of the company within the prescribed period.
- IX. The Results shall be declared after the AGM of the company. The Results declared along with the Scrutinizer's Report shall be placed on the company's website [www.ucalfuel.com](http://www.ucalfuel.com) and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the company and communicated to the BSE Limited and National Stock Exchange of India Limited, where equity shares are listed.

By Order of the Board  
For UCAL FUEL SYSTEMS LIMITED

Place : Chennai  
Date : 12<sup>th</sup> August, 2016

**REKHA RAGHUNATHAN**  
DIRECTOR AND COMPANY SECRETARY

## **Explanatory Statement**

### **(Pursuant to Section 102 (1) of the Companies Act, 2013)**

The following explanatory statement sets out all material facts relating to the business mentioned under item No. 5, 6, 7 and 8 of the accompanying Notice:

#### **Item Nos. 5**

The Board of Directors at their meeting held on 30<sup>th</sup> August, 2014 had appointed Mr. Ram Ramamurthy as Whole-time Director of the company with effect from 4<sup>th</sup> September, 2014 for a period of two years. His term expires on 3<sup>rd</sup> September, 2016.

Further the Board of Directors in their meeting held on 12<sup>th</sup> August, 2016 have re-appointed Mr. Ram Ramamurthy as Whole time Director of the company with effect from 4<sup>th</sup> September 2016 for a period of two years on a remuneration as detailed in the resolution.

Born on 22<sup>nd</sup> May 1948, Mr Ram Ramamurthy is a B.E Mechanical Engineering graduate and an MBA from the University of Texas at Arlington, Texas. He has worked in the consumer financial services sector for 25 years, in the manufacturing sector for 10 years and in the IT sector for 8 years. His functional experience includes design of manufacturing tools, manufacturing planning, consumer credit risk management, statistical modelling, business systems development, data driven marketing, online real-time personalized marketing technology and online real-time campaign management. He started his career as a design engineer in Lucas TVS and has worked for companies like Siemens AG Berlin, Germany and Associates First Capital. He has shifted to India after working with Citi group and its associates for ten years in various capacities.

During the last two years he has closely monitored various new projects from the initial stages and ensured their smooth completion. He has assisted the Chairman and Managing Director in the management of the subsidiaries and has also monitored the implementation of the CSR schemes. He has streamlined the internal control systems in the organisation and has ensured stricter internal audit of systems and processes. He was appointed Chief Financial Officer of the company on 12<sup>th</sup> November, 2015. He has improved the financial discipline in the organisation and has ensured prudent financial management. Keeping in mind the work done by him in the last two years and in view of his experience and knowledge the board is of the opinion that the re-appointment of Mr. Ram Ramamurthy as Whole-time Director is appropriate and in the best interest of the Company.

Taking into account the following factors i.e., financial position of the company, trend in the industry, qualification and experience of the appointee, past performance and past remuneration of the appointee, the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the company have passed necessary resolutions on 12<sup>th</sup> August, 2016 under the provisions of Companies Act, 2013 for the re-appointment and payment of remuneration as set out in the Notice to Mr. Ram Ramamurthy as Whole-time Director of the company for the period from 4<sup>th</sup> September, 2016 to 3<sup>rd</sup> September, 2018.

A copy of the letter of appointment of Mr. Ram Ramamurthy as Whole-time Director setting out the terms and conditions is available for inspection by the shareholders at the company's registered office during normal business hours on working days.

Mr Ram Ramamurthy does not hold any shares in the company. He is not related to any other director of the company.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 the company seeks the approval of shareholders for such appointment and for payment of remuneration as detailed in the Notice. Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also forms part of this Notice.

None of the directors, key managerial personnel or their relatives other than Mr Ram Ramamurthy to whom this resolution relates is concerned or interested financial or otherwise in the resolution set out in Item No. 5 of the notice.

The Board recommends the resolution set out in Item No. 5 of the Notice for the approval of the shareholders.

#### **Item No 6:**

As the tenure of Mr. Jayakar Krishnamurthy as Managing Director ends on 31<sup>st</sup> August, 2016, the Board in its meeting held on 12<sup>th</sup> August, 2016, re-appointed Mr. Jayakar Krishnamurthy who is also the Chairman of the company as Managing Director of the company for a further period of 5 years with effect from 1<sup>st</sup> September, 2016 to 31<sup>st</sup> August, 2021 (both days inclusive) on a remuneration as detailed in the resolution.

Born on 30<sup>th</sup> November, 1960, Mr. Jayakar Krishnamurthy a US Citizen holds a MBA degree in finance from Duke University, United States of America and has over 15 years of experience in various companies in all aspects of corporate finance including mergers and acquisition, treasury, taxation and compliance. Mr. Jayakar Krishnamurthy was responsible for worldwide finance, accounting, legal, administration, M&A, compliance and HR in a leading software service providing company before he joined UCAL Fuel Systems Limited in September 2001.

During his tenure as Managing Director for the last fifteen years, the company has grown substantially both in terms of sales and profitability. His thrust on R & D which led to the creation of a dedicated R & D centre in the company has helped the company sustain itself in the face of stiff competition and has enabled the company to carve a niche for itself in the market. He was the Chief Financial Officer of the company for a brief period during which time he helped to bring about commendable improvement in the financial management of the company that was evident in the manner in which the company was able to sustain itself during the financial meltdown. He has cultivated and sustained a policy of restrained borrowings inspite of investments in infrastructure and R & D. Mr. Jayakar Krishnamurthy is also the Executive Chairman of Amtec Precision Products Inc. Keeping in mind the substantial increase in his responsibilities and the remuneration paid to managerial personnel occupying similar positions in comparable companies and also the fact that the remuneration is fixed for the next five years and taking into account the following factors i.e., financial position of the company, trend in the industry, qualification and experience of the appointee, past performance and past remuneration of the appointee, the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the company have passed necessary resolutions on 12<sup>th</sup> August, 2016 under the provisions of Companies Act, 2013 for the re-appointment and for payment of remuneration as set out in the notice to Mr. Jayakar Krishnamurthy as Managing Director of the company for the period from 1<sup>st</sup> September, 2016 to 31<sup>st</sup> August, 2021.

The company under the stewardship of Mr. Jayakar Krishnamurthy has initiated a lot of steps for improving its volume of business and revenues and in R & D. The company's performance is expected to be better in the coming years and the company is poised for a substantial growth in the current financial year. The company's diversification plans include entering the high technology defence oriented fields and electronic segments. Mr. Jayakar Krishnamurthy has been spearheading the various improvement, expansion and developmental activities of the company. Keeping in mind the tremendous work done by Mr. Jayakar Krishnamurthy in the last fifteen years and in view of his knowledge and experience the Board is of the opinion that his re-appointment as Managing Director is in the best interest of the company.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 the company seeks the approval of shareholders for such appointment and payment of remuneration as detailed in the Notice. Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also forms part of this Notice.

A copy of the letter of appointment of Mr. Jayakar Krishnamurthy as Managing Director setting out the terms and conditions is available for inspection by the shareholders at the company's registered office during normal business hours on working days.

He holds 3,54,208 shares in the company. He is not related to any other director of the company.

None of the directors, key managerial personnel or their relatives except Mr. Jayakar Krishnamurthy to whom this resolution relates, is concerned or interested financial or otherwise in the resolution set out in Item No. 6 of the notice.

The Board recommends the resolution as set out in Item No. 6 of the Notice for the approval of the shareholders.

**Item No 7:**

Dr. V. Krishnamurthy was appointed as Advisor for a period of two years from 21<sup>st</sup> September, 2014. His tenure expires on 20<sup>th</sup> September, 2016. Dr. V. Krishnamurthy is the father of Mr. Jayakar Krishnamurthy, Chairman and Managing Director of the Company and thus holds an office of profit under Section 188 of the Companies Act, 2013.

The Board of Directors at their meeting held on 12<sup>th</sup> August, 2016, re-appointed him Advisor for a further period of two years with effect from 21<sup>st</sup> September, 2016 on a salary of ₹6,50,000/- per month.

Dr. V. Krishnamurthy is a Chartered Engineer and holds a Doctorate in Economics from Soviet Academy of Sciences, a Doctorate in Sciences from Banaras Hindu University and a Doctorate in Letters from Pondicherry University. He is currently the Chancellor of the Central University of Tamilnadu and the Indian Maritime University. He is also the President of the Academy of Higher Education, Tiruchirapalli. Dr. V. Krishnamurthy was the Chairman of the National Manufacturing Competitiveness Council (NMCC), holding the rank of a Cabinet Minister in the Government of India between 2004 to 2014. During this period he was also a member of the Prime Minister's Council on Trade and Industry, Prime Minister's Trade & Economic Relations Committee, Prime Minister's Energy Coordination Committee, Prime Minister's High Level Committee on Manufacturing and a High Level Advisory Group on Climate Change. He was the Chairman of the group set up by the Prime Minister for design and manufacture of civilian aircraft in India and the Co-Chairman of the Empowered committee for setting up FAB facilities in India.

Dr V. Krishnamurthy was also Chairman and CEO of Bharat Heavy Electricals Limited, Maruti Udyog Limited and Steel Authority of India Limited.

He has been Chairman of IIM Bangalore and Ahmedabad; IIT- New Delhi; Xavier Institute of Management, Bhubaneswar, Centre for Organization Development, Hyderabad and Chairman of the Technology Information, Forecasting & Assessment Council.

Among other positions, he has served as Member, Planning Commission and Secretary to the Government of India in the Ministry of Industry. He has also been member of the Energy Advisory Committee, Public Enterprises Selection Board and Telecom Restructuring Committee. He has chaired various committees including the National Committee on Quality, the Committee to prepare a comprehensive White Paper on the Public Enterprises in India, the Committee to determine the Policies on Disinvestment in Public Sector, the group to restructure oil companies in Public Sector and the Committee to assess the capability and infrastructure of the private sector to build conventional submarines. He was also the Co-Chairman of the Indo Japan study committee.

He has been decorated with various honours, the more important among them being the PADMA SHRI in 1973, PADMA BHUSHAN in 1986, PADMA VIBHUSHAN in 2007 and THE GRAND CORDON OF THE ORDER OF THE RISING SUN by the Government of Japan in 2009.

He has penned his memoirs titled "AT THE HELM" which was released by Harper Collins in June 2014.

Dr. V. Krishnamurthy has been formally associated with UCAL Fuel Systems Limited for over 15 years now in an advisory capacity. During his tenure he has streamlined various management practices to improve the overall performance of the company. His advice and guidance has helped the company establish good management practices, a vibrant work culture, achieve optimization of production capacity and improvement in technology, profitability and commercial competitiveness. Dr. V. Krishnamurthy has also enabled the company to branch out to different technologies at the right time. The Board is of the opinion that his continued association as an Advisor to the company will be most advantageous and beneficial to the company. Therefore the Board proposes his appointment as Advisor to the company for further period of two years from 21<sup>st</sup> September, 2016 to 20<sup>th</sup> September, 2018 on a remuneration as set out in the Resolution. The Nomination and Remuneration Committee, Audit Committee and the Board of Directors have passed the necessary resolutions for the re-appointment and payment of remuneration to Dr. V. Krishnamurthy as set out in the Notice.



Pursuant to Section 188 of the Companies Act, 2013 read with Company (Meetings of the Board and its Powers) Rules, 2014, following particulars are given below :

Name of the related party	Name of the director or key managerial personnel who is related, if any	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement	Amount
Dr. V. Krishnamurthy	Mr. Jayakar Krishnamurthy	Father/Son	Advisor to the company for a period of 2 years from 21 <sup>st</sup> September, 2016 to 20 <sup>th</sup> September, 2018	₹6,50,000/- per month

Since the above said transaction falls under Related Party Transactions in terms of Section 188 (f) of the Companies Act, 2013 read with Rule XII Companies (Meetings of Board & its Powers) Rules, 2014, the said transaction requires the approval of the Shareholders by passing Special Resolution.

Further, in terms of Section 188 of the Companies Act, 2013, Mr. Jayakar Krishnamurthy, Chairman and Managing Director is interested in the resolutions and will not vote on the resolution.

Except Mr. Jayakar Krishnamurthy, none of the other Directors or key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the resolution set out in Item No. 7 of the Notice.

The Board recommends the resolution set out at Item No. 7 of the Notice for the approval of the shareholders.

#### Item No 8:

The Board, on the recommendation of the audit committee, has approved the appointment of Mr. V. Kalyanaraman, Cost Accountant (Sole Proprietor Number 100006) as the cost auditor to conduct the audit of the cost records of the company for the financial year 2016-2017 at a remuneration of ₹5,00,000 per annum (Rupees five lakh only per annum) excluding applicable taxes and out of pocket expenses, if any.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditor has to be ratified by the shareholders of the company. The Board recommends the resolution set forth in Item No. 8 for the ratification of the shareholders.

None of the Directors, key managerial personnel or their relatives are concerned or interested financial or otherwise in the resolution set out in Item No. 8 of the Notice.

By Order of the Board  
For UCAL FUEL SYSTEMS LIMITED

REKHA RAGHUNATHAN  
DIRECTOR AND COMPANY SECRETARY

Place : Chennai  
Date : 12<sup>th</sup> August, 2016

### Disclosure as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors seeking appointment /re-appointment at the 30<sup>th</sup> Annual General Meeting of the company

#### Ms. Rekha Raghunathan (DIN 00057774)

Born on 29<sup>th</sup> November, 1970 Ms. Rekha Raghunathan, daughter of Mr. K. Raghunathan, is a Member of the Institute of the Company Secretaries of India. She also holds a Masters degree in Corporate Secretaryship. She has been the Company Secretary of Cauvery Palm Oil Limited and Bharat Technologies Auto Components Limited before joining the company and has over 15 years of experience. She has also been assisting the Chairman and Managing Director and Dr. V. Krishnamurthy on various special assignments over the years.

She does not hold any shares in the company. She is not related to any other director of the company. Details of her other directorships and membership/chairmanship of committees are given below:

Name of the Company	Position Held	Committee membership / chairmanship
1. Minica Real Estates Private Limited	Director	-
2. Sujo Land and Properties Private Limited	Director	-
3. Magnetic Meter Systems (India) Limited	Director	-
4. Bharat Technologies Auto Components Limited	Director	Member - Audit Committee
5. Bharat Foundations Private Limited	Director	Member - Stakeholders Relationship Committee

**Mr. Ram Ramamurthy (DIN 06955444)**

Born on 22<sup>nd</sup> May, 1948, Mr Ram Ramamurthy, son of Mr. V. Vaidyanathan, is a B.E Mechanical Engineering graduate and an MBA from the University of Texas at Arlington, Texas. He has worked in the consumer financial services sector for 25 years, in the manufacturing sector for 10 years and in the IT sector for 8 years. His functional experience includes design of manufacturing tools, manufacturing planning, consumer credit risk management, statistical modelling, business systems development, data driven marketing, online real-time personalized marketing technology and online real-time campaign management. He started his career as a design engineer in Lucas TVS and has worked for companies like Siemens AG Berlin, Germany and Associates First Capital. He has shifted to India after working with Citi group and its associates for ten years in various capacities.

He has been Whole-time Director of UCAL Fuel Systems Limited since September 2014 and has been appointed Chief Financial Officer with effect from 12<sup>th</sup> November, 2015.

He does not hold any shares in the company. He is not related to any other director of the company. Details of his other directorships and membership/chairmanship of committees are given below:

Name of the Company	Position Held	Committee membership/chairmanship
UCAL-JAP Systems Limited	Director	-

**Mr. Jayakar Krishnamurthy (DIN 00018987)**

Born on 30<sup>th</sup> November, 1960, Mr. Jayakar Krishnamurthy, son of Dr. V. Krishnamurthy, a US Citizen holds a MBA degree in finance from Duke University, United States of America and has over 15 years of experience in other companies in all aspects of corporate finance including mergers and acquisition, treasury, taxation and compliance. Mr. Jayakar Krishnamurthy was responsible for worldwide finance, accounting, legal, administration, M&A, compliance and HR in a leading software service providing company. He has been the Managing Director of UCAL Fuel Systems Limited since September 2001. He was appointed Chairman of UCAL Fuel Systems Limited in 2010.

He holds 3,54,208 shares in the company. He is not related to any other director of the company. Details of his other directorships and membership/chairmanship of committees are given below:

Name of the Company	Position Held	Committee membership / chairmanship
AMTEC Precision Products Inc., USA	Executive Chairman	-
Bangalore Union Services Private Limited	Director	-
Carburettors Limited	Director	-
Minica Property Holdings Private Limited	Director	-
UCAL-JAP Systems Limited	Director	-

By Order of the Board  
For UCAL FUEL SYSTEMS LIMITED

Place : Chennai  
Date : 12<sup>th</sup> August , 2016

**REKHA RAGHUNATHAN**  
DIRECTOR AND COMPANY SECRETARY

**FORM NO. MGT-11**

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]  
30<sup>th</sup> Annual General Meeting - September 28, 2016

**UCAL FUEL SYSTEMS LIMITED**

CIN: L31900TN1985PLC012343

Registered Office : "RAHEJA TOWERS", Delta Wing, Unit - 705, 177, Anna Salai, Chennai - 600 002.  
Tel : 044 - 42208111, Fax : 044 - 28605020, E-mail : investor@ucalfuel.co.in, website : www.ucalfuel.com

Name of the shareholder(s) :

Registered address :

E-mail ID :

Folio No./Client ID :

DPID :

I/We, being the shareholder(s) holding ..... Shares of the above named company, hereby appoint

1. Name: ..... Address: .....

E-mail ID: ..... Signature .....

Or failing him,

2. Name: ..... Address: .....

E-mail ID: ..... Signature .....

Or failing him,

3. Name: ..... Address: .....

E-mail ID: ..... Signature .....

[PTO.]

as my/our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 30th Annual General Meeting of the company to be held on 28<sup>th</sup> day of September, 2016 at 10.00 a.m. at "Dynasty Hall", Hotel Ambassador Pallava, No. 30, Montieth Road, Egmore, Chennai – 600008 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Description of Resolution	Special / Ordinary	Optional	
			For	Against
1	To approve and adopt audited financial statements of the Company along with the directors and auditors report.	Ordinary		
2	To approve the dividend for the year ended 31 <sup>st</sup> March, 2016	Ordinary		
3	To approve the re-appointment of Ms. Rekha Raghunathan as Director who retires by rotation and being eligible offers herself for re-appointment	Ordinary		
4	To approve the appointment of Statutory Auditors.	Ordinary		
	<b>Special Business:</b>			
5	To approve the re-appointment of Mr. Ram Ramamurthy as Whole-time Director and to approve remuneration payable to him	Special		
6	To approve the re-appointment of Mr. Jayakar Krishnamurthy as Managing Director and to approve the remuneration payable to him	Special		
7	To approve the re-appointment of Dr. V. Krishnamurthy, as Advisor to the company.	Special		
8	To ratify the remuneration to be paid to Cost Auditor	Ordinary		

Signed this ..... day of .....2016.

Affix ₹ 1  
Revenue  
Stamp

Signature of the shareholder

Signature of Proxyholder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to put a "X" in the appropriate column against the Resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Please complete all details of shareholder(s) in the above box before submission.