



P Sriram & Associates
Practising Company Secretaries

Scrutinizer Report for: UCAL FUEL SYSTEMS LIMITED

To

The Chairman & Managing Director
Ucal Fuel Systems Limited
Raheja towers, delta wing -unit 705,
177, anna salai,
Chennai -600002

Respected Sir,

Sub: Passing of Resolutions through Electronic Voting – Reg.

In terms of Clause 35B of the Listing Agreement and provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 (ix) of Companies (Management & Administration) Rules, 2014 (the Rules), I was appointed as Scrutinizer by the Company on 30th August 2014 to the e-voting process for passing the resolutions in items numbers 1 to 12 of the Annual General Meeting Notice dated 30th August 2014

On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on August 29th, 2014, the Cut-off date for the purpose of E-Voting, the Company completed dispatch of the Notice of E-Voting by Registered post to 17040 Members in-physical form on 4th September, 2014.

In terms of the aforesaid Notice, E-Voting was open for three days from 09.00 a.m. on Tuesday, 23rd September, 2014 to till 06.00 p.m. of Thursday 25th September, 2014 and members were required to cast their votes electronically conveying their Assent or Dissent in respect of the Ordinary/Special Resolutions as contained in Annual General Meeting notice dated 30th August 2014, on e-Voting platform provided by National Securities Depository Limited (NSDL).






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As required in the Rules, I unlocked the E-Voting on the platform provided by NSDL after the completion of E-Voting process at close on Thursday in the presence of Mr. Ganeshram & Mr. Dilip A Misser.

Based on the results made available to me, Members have casted their votes on the E-Voting platform and I have annexed with this Report, the details and analysis of the E-voting Results for each of Twelve items.


P SRIRAM



Practicing Company Secretary

Date: 26th September, 2014

Place: Chennai



UCAL FUEL SYSTEMS LIMITED 28TH ANNUAL GENERAL MEETING E-VOTING RESULTS
Results for Resolution 1

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

TYPE OF RESOLUTION: Ordinary

| Category | Number of E-Votes | Number of Votes (Combined E-Votes) | Percentage of Total Votes |
|----------|-------------------|------------------------------------|---------------------------|
| Received | 32 | 15610393 | 100 |
| Assent | 31 | 15610343 | 99.9997 |
| Dissent | 1 | 50 | 0.0003 |

Results for Resolution 2

SUBJECT: Declaration of Dividend on Equity Shares

TYPE OF RESOLUTION: Ordinary

| Category | Number of E-Votes | Number of Votes (Combined E-Votes) | Percentage of Total Votes |
|----------|-------------------|------------------------------------|---------------------------|
| Received | 32 | 15610393 | 100 |
| Assent | 32 | 15610393 | 100 |
| Dissent | 0 | 0 | 0 |





UCAL FUEL SYSTEMS LIMITED 28TH ANNUAL GENERAL MEETING E-VOTING RESULTS
Results for Resolution 3

SUBJECT: 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

TYPE OF RESOLUTION: Ordinary

| Particulars | Number of E-Votes | Number of Votes Contributed in E-Votes | Percentage of Total Votes |
|-------------|-------------------|--|---------------------------|
| Received | 32 | 15610393 | 100 |
| Assent | 28 | 15609743 | 99.9958 |
| Dissent | 4 | 650 | 0.0042 |

Results for Resolution 4

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

TYPE OF RESOLUTION: Ordinary

| Particulars | Number of E-Votes | Number of Votes Contributed in E-Votes | Percentage of Total Votes |
|-------------|-------------------|--|---------------------------|
| Received | 31 | 15610391 | 100 |
| Assent | 30 | 15610341 | 99.9996 |
| Dissent | 1 | 50 | 0.0004 |





UCAL FUEL SYSTEMS LIMITED 28TH ANNUAL GENERAL MEETING E-VOTING RESULTS
Results for Resolution 5

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

TYPE OF RESOLUTION: Ordinary

| Particulars | Number of Votes Received in Favor | Number of Votes Contained in Poll | Percentage of Total Votes |
|-------------|-----------------------------------|-----------------------------------|---------------------------|
| Received | 32 | 15610393 | 100 |
| Assent | 28 | 15609743 | 99.9958 |
| Dissent | 4 | 650 | 0.0042 |

Results for Resolution 6

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

TYPE OF RESOLUTION: Special

| Particulars | Number of Votes Received in Favor | Number of Votes Contained in Poll | Percentage of Total Votes |
|-------------|-----------------------------------|-----------------------------------|---------------------------|
| Received | 32 | 15610393 | 100 |
| Assent | 28 | 15609743 | 99.9958 |
| Dissent | 4 | 650 | 0.0042 |





UCAL FUEL SYSTEMS LIMITED 28TH ANNUAL GENERAL MEETING E-VOTING RESULTS
Results for Resolution 7

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

TYPE OF RESOLUTION: Ordinary

| Particulars | Number of E-Votes | Number of votes considered in Favour | Percentage of Total Votes |
|-------------|-------------------|--------------------------------------|---------------------------|
| Received | 32 | 15610393 | 100 |
| Assent | 28 | 15609743 | 99.9958 |
| Dissent | 4 | 650 | 0.0042 |

Results for Resolution 8

SUBJECT: 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.

TYPE OF RESOLUTION: Ordinary

| Particulars | Number of E-Votes | Number of votes considered in Favour | Percentage of Total Votes |
|-------------|-------------------|--------------------------------------|---------------------------|
| Received | 31 | 15610391 | 100 |
| Assent | 28 | 15609941 | 99.9971 |
| Dissent | 3 | 450 | 0.0029 |





UCAL FUEL SYSTEMS LIMITED 28TH ANNUAL GENERAL MEETING E-VOTING RESULTS
Results for Resolution 9

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

TYPE OF RESOLUTION: Special

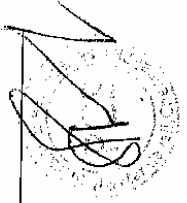
| Particulars | Number of E-Votes | Number of Votes casted in E-Votes | Percentage of Total Votes |
|-------------|-------------------|-----------------------------------|---------------------------|
| Received | 31 | 15610391 | 100 |
| Assent | 28 | 15609901 | 99.9968 |
| Dissent | 3 | 490 | 0.0032 |

Results for Resolution 10

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

TYPE OF RESOLUTION: Special

| Particulars | Number of E-Votes | Number of Votes casted in E-Votes | Percentage of Total Votes |
|-------------|-------------------|-----------------------------------|---------------------------|
| Received | 30 | 15610371 | 100 |
| Assent | 27 | 15609881 | 99.9968 |
| Dissent | 3 | 490 | 0.0032 |





UCAL FUEL SYSTEMS LIMITED 28TH ANNUAL GENERAL MEETING E-VOTING RESULTS
Results for Resolution 11

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

TYPE OF RESOLUTION: Special

| Particulars | Number of E-Votes | Number of votes counted in E-Votes | Percentage of Total Votes |
|-------------|-------------------|------------------------------------|---------------------------|
| Received | 31 | 15610391 | 100 |
| Assent | 29 | 15610101 | 99.9981 |
| Dissent | 2 | 290 | 0.0019 |

Results for Resolution 12

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

TYPE OF RESOLUTION: Special

| Particulars | Number of E-Votes | Number of votes counted in E-Votes | Percentage of Total Votes |
|-------------|-------------------|------------------------------------|---------------------------|
| Received | 31 | 15610391 | 100 |
| Assent | 27 | 15609741 | 99.9958 |
| Dissent | 4 | 650 | 0.0042 |