



P Sriram & Associates
Practising Company Secretaries

To,
The Chairman & Managing Director,
Ucal Fuel Systems Limited,
Chennai - 600008.

CONSOLIDATED SCRUTINIZER'S REPORT

TWENTY NINTH ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF UCAL FUEL SYSTEMS LIMITED HELD ON WEDNESDAY, 30TH SEPTEMBER, 2015 AT 11:30 AM AT "DYNASTY", HOTEL AMBASSADOR PALLAVA, NO.30, EGMORE, CHENNAI-600008.

I, P.Sriram, Proprietor of P.Sriram & Associates., a practicing Company Secretaries, have been appointed Scrutinizer for the purpose of voting by electronic means and voting by poll to be carried by the Company pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('Rules') and in accordance with the Listing Agreement, in respect of resolutions mentioned in the Notice dated 28th August 2015 at Annual General Meeting of the company held on 30th September, 2015.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by poll (Insta Poll) at the AGM for the resolutions contained in the Notice of the 29th AGM of the Equity Shareholders of the Company. My responsibility as scrutinizer is restricted to make a Scrutinizer's Report of the votes cast 'For' or 'Against' the resolutions stated in the Notice.





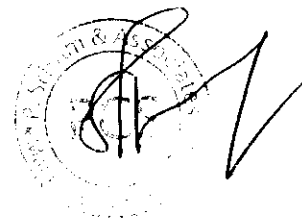
Report on scrutiny:

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.
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 September 23, 2015. As on the cut-off date i.e. 23rd September, 2015, there were 17682 Shareholders.
3. As prescribed in the Rules, remote e-voting facility was kept open for four days from Saturday 26th September, 2015 09:00 A.M. to till Tuesday the 29th September, 2015 at 5.00 P.M.
4. At the end of remote e-voting period on 29th September, 2015 at 5:00 PM, voting portal of service provider was blocked forthwith.
5. After the poll was ordered by the Chairman of the AGM, one poll box kept for polling were locked in my presence with due identification marks placed by me. The keys of the poll boxes were handed over to the Chairman of the AGM after locking them.
6. After completion of the poll at the AGM, the poll boxes kept for voting were immediately opened by me in presence of Mr. G.KANNAN (Dp Id/Client Id-1201090005176862) and Mr. S.NATARAJAN (Dp Id/Client Id-IN30131320214325)
7. There were 650 shareholders (in person & by proxy) who attended the meeting and 100 shareholders (in person & by proxy) present at the AGM from the commencement of the meeting till the conclusion of the AGM.
8. On Wednesday, 30th September, 2015 at 01.00 P.M. after counting the vote cast at the meeting, the votes cast through remote e-voting process were unblocked by me in the presence of Ms. Nithya Pasupathy and Mr. Dilip R Misser





9. The voting ballot papers for the poll conducted at the AGM and remote e-voting records were reconciled with the records maintained by M/s Integrated Enterprises (India) Pvt. Ltd. (Integrated), the Registrar and Transfer Agent (RTA) of the Company, and the authorizations/ proxies lodged with the RTA/Company.
10. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
11. **Consolidated report on result of voting through electronic means (remote e-voting) and voting by poll at the AGM are annexed as Annexure 1**
12. It is to be noted that
 - a. The shareholders abstained from voting on specific resolutions under remote e-voting were not considered.
 - b. Shareholder whose signature has not matched, improperly voted, abstained from voting on the resolutions is considered as invalid ones.
13. Based on the voting reported in Annexure 1, all resolutions placed before the shareholders for approval has requisite majority. We request the Chairman of the 29th AGM to announce the results accordingly.
14. 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.





15. 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 Director & Company Secretary of the Company for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Place: Chennai

Dated : September 30, 2015

Yours faithfully,

For P. Sriram & Associates

P.SRIRAM

Proprietor

Membership No.4862

Witness 1

Client ID: 1201090005176862

G. KANNAN

18/34, 6th Main Road,

R.A. Puram, Chennai - 600028

Witness 2

Folio - 1A IN 30131320214325

NATARAJAN - S

NO. 29/80, NINTH CROSS, RAJAGI NAGAR

LAUSPET

PONDICHERY: 605 008



Consolidated report on result of voting through electronic means and voting by poll is as under:

Item No. 1: As an Ordinary Resolution

Adoption of Audited Financial Statements and Reports of the Board of Directors and the Auditors thereon for the year ended March 31, 2015:

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	4	28	1	1	2	-
Number of Votes Cast by Members	25	15666980	67	50	21	-
% of total number of valid votes cast	0.0002	99.9991	0.0004	0.0003	-	-

CONSOLIDATED RESULT ON VOTING OF ITEM NO : 1 :

Percentage of Votes in Favour - **99.9993%**

Percentage of Votes Against - **0.0007 %**



Item No.2: As an Ordinary Resolution

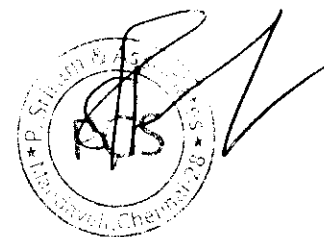
Declaration of Dividend on Equity Shares.

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	4	29	1	-	2	-
Number of Votes Cast by Members	25	15667030	67	-	21	-
% of total number of valid votes cast	0.0002	99.9994	0.0004	-	-	-

CONSOLIDATED RESULT ON VOTING OF ITEM NO :2 :

Percentage of Votes in Favour - **99.9996 %**

Percentage of Votes Against - **0.0004 %**





Item No. 3 As an Ordinary Resolution

Re-appointment of Mr. Ram Ramamurthy (DIN: 06955444) as a Director who retires by rotation.

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	4	27	1	2	2	-
Number of Votes Cast by Members	25	15666680	67	350	21	-
% of total number of valid votes cast	0.0002	99.9972	0.0004	0.0022	-	-

CONSOLIDATED RESULT ON VOTING OF ITEM NO :3 :

Percentage of Votes in Favour – **99.9974 %**

Percentage of Votes Against - **0.0026%**





Item No. 4 As an Ordinary Resolution

Re-appointment of M/s G. Balu Associates., Chartered Accountants (Firm Registration No.: 000376S) as Statutory auditors.

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	4	28	1	1	2	-
Number of Votes Cast by Members	25	15666980	67	50	21	-
% of total number of valid votes cast	0.0002	99.9991	0.0004	0.0003	-	-

CONSOLIDATED RESULT ON VOTING OF ITEM NO :4 :

Percentage of Votes in Favour - **99.9993 %**

Percentage of Votes Against - **0.0007%**



Item No.5 As an Ordinary Resolution

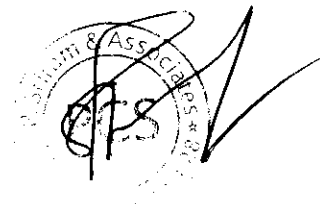
Appointment of Ms Rekha Raghunathan as Executive, Non Independent Director

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	4	27	1	2	2	-
Number of Votes Cast by Members	25	15666680	67	350	21	-
% of total number of valid votes cast	0.0002	99.9972	0.0004	0.0022	-	-

CONSOLIDATED RESULT ON VOTING OF ITEM NO: 5:

Percentage of Votes in Favour - **99.9974 %**

Percentage of Votes Against - **0.0026 %**





Item No. 6: As an Ordinary Resolution

Ratification of the remuneration to be paid to Cost Auditor

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	4	28	1	1	2	-
Number of Votes Cast by Members	25	15666980	67	50	21	-
% of total number of valid votes cast	0.0002	99.9991	0.0004	0.0003	-	-

CONSOLIDATED RESULT ON VOTING OF ITEM NO: 6:

Percentage of Votes in Favour - 99.9993 %

Percentage of Votes Against - 0.0007 %





Item No. 7: As a Special Resolution

Payment of remuneration to Managing Director for a period of 2 years

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	4	25	1	3	2	-
Number of Votes Cast by Members	25	15665980	67	550	21	-
% of total number of valid votes cast	0.0002	99.9959	0.0004	0.0035	-	-

CONSOLIDATED RESULT ON VOTING OF ITEM NO: 7:

Percentage of Votes in Favour – **99.9961%**

Percentage of Votes Against - **0.0039 %**

