UCAL FUEL SYSTEMS LIMITED

12.05.2023

National Stock Exchange of India Ltd Exchange Plaza, 5" Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra(E), Mumbai — 400 051 Stock Code : UCALFUEL	BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Stock Code: 500464

Dear Sir,

Sub: Voting results of the Extra-Ordinary General Meeting of the Company held on May 11, 2023 and Scrutinizer's Report.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015, we submit herewith the voting results of the businesses transacted at the Extra-Ordinary General Meeting (EGM) of the Members of the Company held on **Thursday, May 11, 2023 at 11.00 a.m.**, through video conferencing / Other Audio-Visual Means.

We also enclose the consolidated report of the scrutinizer on remote e-voting and e-voting at the EGM. A copy of the above is being uploaded in the website of the Company and National Securities Depository Limited (NSDL).

Kindly take the above information on record.

Thanking you

Yours faithfully
For UCAL FUEL SYSTEMS LIMITED

S.NARAYAN
COMPANY SECRETARY

General information about company	
Scrip code	500464
NSE Symbol	UCALFUEL
MSEI Symbol	NOTLISTED
ISIN	INE139B01016
Name of the company	UCAL FUEL SYSTEMS LIMITED
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	11-05-2023
Start time of the meeting	11:00 AM

Scrutinizer Details	
Name of the Scrutinizer	P. MUTHUKUMARAN
Firms Name	M/s.P.MUTHUKUMARAN AND ASSOCIATES
Qualification	CS
Membership Number	11218
Date of Board Meeting in which appointed	06-04-2023
Date of Issuance of Report to the company	11-05-2023

Voting results

Record date	04-05-2023
Total number of shareholders on record date	21214
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	6
b) Public	[illegible]

Resolution(1)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			TO APPROVE THE CHANGE IN NAME OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)=. [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15541431	15541431	100	15541431	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	15541431	15541431	100	15541431	0	100	0
Public- Institutions	E-Voting	1220	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1220	0	0	0	0	0	0
Public- Non Institutions	E-Voting	6570974	14848	0.226	14408	440	97.0366	2.9634
	Poll							

	Postal Ballot (if applicable)							
	Total	6570974	14848	0.226	14408	440	97.0366	2.9634
	Total	22113625	15556279	70.347	15555839	440	99.9972	0.0028
			Whether resolution is Pass or Not.				Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

	applicable)							
	Total	6570974	14848	0.226	14408	440	97.0366	2.9634
	Total	22113625	15556279	70.347	15555839	440	99.9972	0.0028
					Whether resolution is Pass or Not.		Yes	
					Disclosure of notes on resolution			

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

CONSOLIDATED REPORT OF THE SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended)

To,

The Chairperson,

UCAL FUEL SYSTEMS LIMITED,

Unit 11 B/2 (S.P), 1st Cross Road,

Ambattur Industrial Estate,

Chennai- 600058.

Sub: Consolidated Scrutinizer's Report of the Remote E-Voting and E-Voting conducted at the Exta-Ordinary General Meeting (EGM) of Ucal Fuel Systems Limited held on Thursday, May 11, 2023 at 11:00 A.M held through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

1. I, **P Muthukumaran, Practising Company Secretary (COP No. 20333),** have been appointed as the Scrutinizer by the Board of Directors of **Ucal Fuel Systems Limited** ("**the Company**") **for the Extra-Ordinary General Meeting held on Thursday, May 11, 2023, at 11:00 A.M held through Video Conferencing / Other Audio Visual Means**, pursuant to Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and subject to Regulation 44 of SEBI (LODR) Regulations, 2015 to conduct the Remote E-Voting for passing the items on the agenda as contained in the EGM Notice dated April 6, 2023, of the Extra-Ordinary General Meeting ("EGM") of the Equity Shareholders of the Company.

2. In view of the continuing COVID-19 global pandemic, the Ministry of Corporate Affairs vide its Circular No.20/2020 dated May 05, 2020 read with Circular No.14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, General Circular No.22/2020 dated 15.06.2020 and General Circular No.39/2020 dated 31.12.2020 Circular No. 10/2021 dated 23.06.2021 and Circular No. 20/2021 dated 08.12.2021 has permitted conducting of General Meeting of the Company through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the members for the meeting at a common venue. Since the EGM is held in pursuance of the above-mentioned circulars, the physical presence of the members has been dispensed with and the facility for appointment of proxies by the members was also dispensed with.

   Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

3. The management of the Company is responsible to ensure compliance with the requirements of the following for conducting the EGM of the Company through VC / OAVM:

i. The Companies Act, 2013 and the rules made thereunder and the Circulars published by Ministry of Corporate Affairs (MCA) in this regard.

ii. SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to Remote E-Voting and E-Voting at the EGM on the resolutions contained in the Notice calling the EGM.

4. The Company had availed the voting facility offered by National Depository Securities Limited (NDSL), for conducting Remote E-voting and E-voting at the EGM, to enable the members to exercise their right to vote by electronic means.

5. My Responsibility as a scrutinizer for the voting process is restricted to preparing a Scrutinizer Report on the votes cast "in favour" or "against" the resolution(s) based on the reports generated from the E-Voting system provided by the National Depository Services (India) Limited, (NDSL).

6. The Shareholders of the Company holding shares as on the **"Cut-off"** date of (i.e. on Thursday, May 4, 2023) were entitled to vote on the resolution as set out in the EGM Notice.

7. The remote E-Voting commenced on Sunday, May 7, 2023, 9:00 AM (IST) and ended on Wednesday, May 10, 2023 at 5:00 PM (IST) and the NDSL E-Voting platform was closed in due time. After declaration of voting by the Chairperson, the shareholders present at the EGM through VC / OAVM voted through e-voting facility provided by NDSL at the EGM.

8. The shareholders who had voted by remote e-voting through the facility provided by NDSL had been blocked and only those members who were present at the EGM through VC and who had not voted on remote E-Voting were allowed to cast their votes through E-Voting system during the EGM.

9. After closure of E-Voting at the EGM, the votes cast through E-Voting at the EGM and through remote E-Voting prior to the date of EGM were unblocked in the presence of two witnesses, who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of NDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.

10. Based on the data downloaded from NDSL e-voting system, the total votes cast in favour or against on all the resolutions proposed in the Notice of the EGM are submitted by me as under:

RESOLUTION NO. 1

To Approve the Change in Name of the Company and Consequential Amendment to the Memorandum and Articles of Association of the Company (**Special Resolution**)

(i) Voted In favour / against the Resolution:

S.No	Particulars	Total	Assent	Dissent
1.	Number of Members Voting	39	38	1
2.	Number of votes cast by them	15556279	15555839	440
3.	% of Votes Cast	100	99.9971%	0.0029%

RESULT:

I report that the Special Resolution with regard to Resolution No. 1 as set out in the Notice of the EGM was passed by members through E-Voting at the EGM and remote e-voting with the requisite majority.

<u>RESOLUTION NO. 2</u>

To Approve Re-Appointment of Mr.S. Balasubramanian (DIN: 02849971) as Non-Executive Independent Director for a Second Term of Five Years **(Special resolution)**

(ii) Voted In favour / against the Resolution:

S.No	Particulars	Total	Assent	Dissent
1.	Number of Members Voting	39	38	1
2.	Number of votes cast by them	15556279	15555839	440
3.	% of Votes Cast	100	99.9971%	0.0029%

RESULT:

I report that the Special Resolution with regard to Resolution No. 2 as set out in the Notice of the EGM was passed by members through E-Voting at the EGM and remote e-voting with requisite majority.

You may accordingly declare the result of the remote E-Voting and E-Voting during the EGM.

Voting details as required under Regulation 44 of SEBI LODR is enclosed as **Annexure I** of this report.

The Electronic data and relevant records relating to Remote e-voting/E-voting at the EGM shall [redacted]

Annexure I

The details of Voting Results with regard to the Ordinary/Special Resolution as required under Regulation 44 of the SEBI Listing Regulations, as under:

Resolution No.	01. TO APPROVE THE CHANGE IN NAME OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY
Resolution required: (Ordinary/ Special)	Special Resolution
Whether promoter/ promoter group are interested in the agenda /resolution?	No

Category	**Mode of Voting**	**No. of shares held** (1)	**No. of votes polled** (2)	**% of Votes Polled on outstanding shares** (3)=[(2)/(1)] * 100	**No. of Votes in favour** (4)	**No. of Votes against** (5)	**% of Votes in favour on votes polled** (6)=[(4/(2)]* 100	**% of Votes against on votes polled** (7)=[(5)/(2)] *100
Promoter and Promoter Group	**E-Voting**	15541431	15541431	100	15541431	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**15541431**	**15541431**	**100**	**15541431**	**0**	**100**	**0**
Public-Institutions	**E-Voting**	1220	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**1220**	-	-	-	-	-	-
Public- Non Institutions	**E-Voting**	6570974	14848	0.2259	14408	440	97.0366	2.9634
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**6570974**	**14848**	**0.2259**	**14408**	**440**	**97.0366**	**2.9634**
Total		**22113625**	**15556279**	**70.3470**	**15555839**	**440**	**99.9971**	**0.0029**

Resolution No.	02. TO APPROVE RE-APPOINTMENT OF MR.S. BALASUBRAMANIAN (DIN: 02849971) AS NON-EXECUTIVE INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE YEARS
Resolution required: (Ordinary/ Special)	Special Resolution
Whether promoter/ promoter group are interested in the agenda /resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4/(2)]* 100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	**E-Voting**	15541431	15541431	100	15541431	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**15541431**	**15541431**	**100**	**15541431**	**0**	**100**	**0**
Public-Institutions	**E-Voting**	1220	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**1220**	-	-	-	-	-	-
Public- Non Institutions	**E-Voting**	6570974	14848	0.2259	14408	440	97.0366	2.9634
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**6570974**	**14848**	**0.2259**	**14408**	**440**	**97.0366**	**2.9634**
Total		**22113625**	**15556279**	**70.3470**	**15555839**	**440**	**99.9971**	**0.0029**

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MUTHUKUMARAN Digitally signed by MUTHUKUMARAN
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