



UCAL LIMITED

(Formerly UCAL FUEL SYSTEMS LIMITED)

15.03.2024

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

Sub: Voting results of the Extra-Ordinary General Meeting of the Company held on March 15, 2024 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 2nd Extra-Ordinary General Meeting (EGM) of the Members of the Company for the FY23-24 held on Friday, March 15, 2024 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 LIMITED

S.NARAYAN
COMPANY SECRETARY

REGD OFFICE : 11 B/2 (S.P), First Cross Road, Ambattur Industrial Estate,
Ambattur, Chennai - 600 058. Tel.No: 044 - 6654 4719
E-mail: ufsi.ho@ucal.com Website: www.ucalfuel.com
CIN: L31900TN1985PLC012343

IATF 16949:2016

BUREAU VERITAS
Certification



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 LIMITED (Formerly known as 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 Extra Ordinary General Meeting ('EGM') of UCAL LIMITED (Formerly known as UCAL Fuel Systems Limited) held on Friday, March 15, 2024 at 11:00 A.M held through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

1. I, P Muthukumar, Practising Company Secretary (COP No. 20333), have been appointed as the Scrutinizer by the Board of Directors of UCAL LIMITED (Formerly known as UCAL Fuel Systems Limited) ("the Company") for the Extra Ordinary General Meeting held on Friday, March 15, 2024 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 February 14, 2024, 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, Circular No. 20/2021 dated 08.12.2021 and General Circular No. 09/2023 dated 25.09.2023 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:

No. 58/16, 1st Floor, Ganga Nagar, 4th Cross Street, Kodambakkam, Chennai – 600 024

E-Mail: info@pmkadvisors.com ♦ Phone: 044 4556 7393

Website: www.pmkassociates.in

- 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 Securities Depository Limited (NSDL) 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 Securities Depository Limited (NSDL).
 6. The Shareholders of the Company holding shares as on the "Cut-off" date of (i.e. on Friday, March 08, 2024) were entitled to vote on the resolution as set out in the EGM Notice.
 7. The remote E-Voting commenced on Monday, March 11, 2024, 9:00 AM (IST) and ended on Thursday, March 14, 2024 at 5:00 PM (IST) and the NSDL 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 NSDL at the EGM.
 8. The shareholders who had voted by remote e-voting through the facility provided by NSDL 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 NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
 10. Based on the data downloaded from NSDL 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 Ratify and Approve the Related Party Transaction in Respect to Holding Office or Place of Profit in the Company by Mr. Peter Langford (**Ordinary Resolution**)

(i) Voted In favour / against the Resolution:

S.No	Particulars	Total	Assent	Dissent
1.	Number of Members Voting	40	37	3
2.	Number of votes cast by them	14640364	14640280	84
3.	% of Votes Cast	100.00	96.902	3.098

RESULT:

I report that the Ordinary 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.

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 remain in our safe custody until the chairperson considers, approves and signs the minutes of the aforesaid General Meeting and thereafter the same will be handed over to the Company Secretary for the safe keeping.

Thanking you,

Yours truly,

MUTHUKUMARAN

Digitally signed by

MUTHUKUMARAN

Date: 2024.03.15 17:05:52 +05'30'

P MUTHUKUMARAN

Practising Company Secretary

Mem No.: F- 11218

C.P No: 20333

UDIN: F011218E003589595

For UCAL LIMITED

NARAYAN
SUBRAMANI
AN

Digitally signed by
NARAYAN
SUBRAMANIAN
Date: 2024.03.15
17:23:17 +05'30'

Authorised Signatory

Date: March 15, 2024

Place: Chennai

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 Ratify and Approve the Related Party Transaction in Respect to Holding Office or Place of Profit in the Company by Mr. Peter Langford					
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			Yes					
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	14637653	94.184	14637653	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	15541431	14637653	94.184	14637653	0	100	0
Public-Institutions	E-Voting	14301	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	14301	-	-	-	-	-	-
Public- Non Institutions	E-Voting	6557893	2711	0.0413	2627	84	96.901	3.098
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	6557893	2711	0.0413	2627	84	96.902	3.098
Total		22113625	14640364	66.205	14640280	84	99.999	0.0001

General information about company	
Scrip code	500464
NSE Symbol	UCAL
MSEI Symbol	NOTLISTED
ISIN	INE139B01016
Name of the company	UCAL LIMITED
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	15-03-2024
Start time of the meeting	11:00 AM
End time of the meeting	11:11 AM

Scrutinizer Details

Name of the Scrutinizer	MR.P.MUTHUKUMARAN
Firms Name	INDIVIDUAL
Qualification	CS
Membership Number	11218
Date of Board Meeting in which appointed	14-02-2024
Date of Issuance of Report to the company	15-03-2024

Voting results

Record date	08-03-2024
Total number of shareholders on record date	20204
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	58
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				01. To Ratify and Approve the Related Party Transaction in Respect to Holding Office or Place of Profit in the Company by Mr. Peter Langford				
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	14637653	94.1847	14637653	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		15541431	14637653	94.1847	14637653	0	100
Public-Institutions	E-Voting	14301	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		14301	0	0	0	0	0
Public- Non Institutions	E-Voting	6557893	2711	0.0413	2627	84	96.9015	3.0985
	Poll							
	Postal Ballot (if applicable)							

	applicable)							
	Total	6557893	2711	0.0413	2627	84	96.9015	3.0985
	Total	22113625	14640364	66.2052	14640280	84	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block

Textual Information(1)

As Mr.Jayakar Krishnamurthy, Promoter is interested in the resolution, his votes are not considered.

Details of Invalid Votes

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