

NOTICE TO MEMBERS

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the shareholders of UCAL FUEL SYSTEMS LIMITED will be held at Dynasty Hall, Hotel Ambassador Pallava, No.58 Montieth Road, Chennai 600 008 on Monday, the 30th September 2013 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Statement of Profit and Loss for the year ended 31st March 2013 and the Balance Sheet as on that date and the Report of the Directors and Auditors thereon.
2. To declare dividend for the year ended 31st March 2013.
3. To appoint a Director in the place of Dr. V. Sumantran who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Auditors and to fix their remuneration.

BY ORDER OF THE BOARD

Place : Chennai
Date : 02.09.2013

REKHA RAGHUNATHAN
Company Secretary

NOTES :

1. **A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF. A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY AND IS ENTITLED TO VOTE ONLY ON A POLL. PROXY FORMS DULY FILLED MUST BE LODGED WITH THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.**
2. The register of members and the share transfer books of the company will remain closed from 25.09.2013 to 30.09.2013 (both days inclusive) for payment of dividend on equity shares.
3. (a) Shareholders are hereby informed that as per provisions of Section 205A read with 205C of the Companies Act, 1956, dividends which remain unclaimed for over a period of seven years have to be transferred by the company to the Investor Education and Protection Fund constituted by the Central Government. Accordingly the unclaimed dividend amount for the various financial years will be transferred to the Investor Education and Protection Fund of the Central Government as and when they become eligible for such transfer. Hence all shareholders who have either not received or not encashed their dividend warrants for the financial years 2005-06, 2006-07, 2007-08, 2009-10, 2010-11 and 2011-12 are requested to approach the company.

(b) It may be noted that no claim of the shareholders will be entertained for the unclaimed dividends, which have been transferred to the credit of the Investor Education and Protection Fund of the Central Government.
4. Shareholders holding shares in physical form are requested to dematerialize the shares to avail benefits of electronic trading.
5. Shareholders holding shares in electronic segment are requested to notify the change of address, bank details, nomination etc. to the Depository Participants (DP) with whom they are having client account for effecting necessary changes. Shareholders holding shares in physical form are requested to notify the change of address, bank details, nomination etc., to Integrated Enterprises (India) Limited, II Floor, No.1 Ramakrishna Street, T.Nagar, Chennai 600 017, the company's Share Transfer Agent.
6. Shareholders are requested to bring their copy of the Annual Report to the meeting.

7. Shareholders who hold shares in the dematerialized form are requested to bring their demat account number (Client ID No.) for easier identification of attendance at the meeting.
8. In terms of clause 49 (IV)(G) of the listing agreement with the Stock Exchanges, a brief resume of the Director who is proposed to be reappointed in this Annual General Meeting, nature of his expertise in specific functional areas, his other directorships and committee memberships, his shareholdings and relationships with other directors in the company are attached.

BY ORDER OF THE BOARD

Place : Chennai
Date : 02.09.2013

REKHA RAGHUNATHAN
Company Secretary

ADDITIONAL INFORMATION ON THE DIRECTOR RECOMMENDED FOR REAPPOINTMENT IN THIS ANNUAL GENERAL MEETING AS REQUIRED UNDER CLAUSE 49 (IV)(G) OF THE LISTING AGREEMENT

Born on 27th September 1958, Dr.V.Sumantran holds MS and Ph.D. degrees in Aerospace Engineering (Princeton University & Virginia Tech) and a Master's degree in Management of Technology (Rensselaer Polytechnic). He is an alumnus of the Indian Institute of Technology, Madras where he received his Bachelor's degree in Aerospace Engineering.

He is a Fellow of the Society of Automotive Engineers International and served on the board of SAE International from 2003 until 2006. He also served as Editor, SAE Passenger Car Journal between 1995 and 2000. He is a Fellow of the Indian National Academy of Engineers.

Prior to 2001, Dr.V.Sumantran had a 16 year career with General Motors in the R&D Centre in Detroit and subsequently served on deputation in Europe as Director, Advanced Engineering, SAAB Automobile AB. From 2001 and until end of 2005, he was Executive Director of TATA Motors with responsibility for the passenger car business and the Engineering Research Centre. He was a member of the Board of TATA Cummins Limited and TATA Technologies Inc and Chairman of Concorde Motors, an OEM owned automotive dealer network. He served as President of the Automotive Research Association of India, for 2004-05. Dr. V. Sumantran co-chaired the Engineering Services Forum of NASSCOM during 2005-06. Until recently Dr. V. Sumantran was Chairman of Sumantran Consulting, a CEO and board level advisory on business and market strategy, technology and manufacturing for a limited number of clients in the global auto and manufacturing industry. He was also senior advisor to the global automotive practice of Accenture. He served on the Science Advisory Council of the Prime Minister of India.

Currently Dr. V. Sumantran is the Executive Vice-Chairman of Hinduja Automotive Limited, UK. He is also the Vice Chairman of Ashok Leyland Limited. He is a member of the National Manufacturing Competitiveness Council in the Government of India and also serves on the Scientific Advisory Committee to the Cabinet of the Indian Government. He is a Distinguished Visiting Professor at the Indian Institute of Technology, Madras.

He joined the Board of UCAL Fuel Systems Limited on 29th July 2009. He does not hold any shares in the company and is not related to any director of the company. Details of his other directorships and membership/chairmanship of committees are given below:

S.No.	Name of the Company	Position held	Committee Membership/Chairmanship
1	Hinduja Automotive Limited, UK	Executive Vice Chairman	–
2	Ashok Leyland Limited	Vice Chairman	a. Investment Committee - Member b. Technology Committee - Chairman
3	Ashok Leyland Defence Systems Limited	Chairman	–
4	Ashok Leyland John Deere Construction Equipment Company Private Limited	Chairman	–
5	Nissan Ashok Leyland Technologies Limited	Director	a. Audit Committee - Member b. Remuneration Committee - Member
6	Ashok Leyland Nissan Vehicles Limited	Director	a. Audit Committee - Member b. Remuneration Committee - Member
7	Nissan Ashok Leyland Powertrain Limited	Chairman	a. Audit Committee - Chairman b. Remuneration Committee - Chairman
8	Defiance Technologies Limited	Chairman	a. Audit Committee - Chairman b. Remuneration Committee - Chairman
9	Automotive Infotronics Limited	Director	–
10	Defiance Testing and Engg Services Inc., USA	President	–
11	Albonair, Germany	Chairman	–

BY ORDER OF THE BOARD

REKHA RAGHUNATHAN
Company Secretary

Place : Chennai
Date : 02.09.2013

UCAL FUEL SYSTEMS LIMITED

Regd. Office : "RAHEJA TOWERS", Delta Wing, Unit - 705,
177, Anna Salai, Chennai - 600 002.

ATTENDANCE SLIP

DP. Id*	
Client ID*	
Folio No.	
Holding	

* Applicable if shares are held in electronic form.

I hereby register my presence at the Twenty Seventh Annual General Meeting of the Company held at Dynasty Hall, Hotel Ambassador Pallava, No. 58, Montieth Road, Chennai - 600 008 at 10.00 a.m. on Monday, the 30th September 2013.

.....
Signature of Member / Proxy

----- (Please tear off here) -----

UCAL FUEL SYSTEMS LIMITED

Regd. Office : "RAHEJA TOWERS", Delta Wing, Unit - 705, 177, Anna Salai, Chennai - 600 002.

TWENTY SEVENTH ANNUAL GENERAL MEETING

PROXY FORM

I/We of in the district of being a Member(s) of the above named company, hereby appoint Mr. / Ms. of in the district of as my / our proxy to attend and vote for me / us on my / our behalf at the 27th Annual General Meeting of the Company to be held on Monday, the 30th September 2013, at 10.00 a.m. at Dynasty Hall, Ambassador Pallava, No. 58, Montieth Road, Egmore, Chennai - 600 008 and at any adjournment thereof.

Signed day of2013.

Affix
Revenue
Stamp

DP. Id*	
Client ID*	
Folio No.	

* Applicable if shares are held in electronic form.

Signature of Proxy

(to be filled in only when a
proxy attends the meeting)

Signature of Member(s)

N.B. The instrument appointing the proxy should be deposited at the Registered Office of the company at "Raheja Towers", Delta Wing, Unit - 705, 177, Anna Salai, Chennai - 600 002 not later than 48 hours before the commencement of the meeting.

UCAL Fuel Systems Limited

FUELLING A TRAIL
BLAZING PATH OF EXCELLENCE...

Annual Report
2012 - 13



Board of Directors

Mr. Jayakar Krishnamurthy	Chairman and Managing Director
Mr. R. Sundararaman	Joint Managing Director
Mr. S. Muthukrishnan	Director
Mr. S. Natarajan	Director
Dr. M.S. Ananth	Director
Dr. V. Sumantran	Director
Mr. R.W. Khanna	Nominee Director

Audit Committee

Mr. S. Natarajan	Chairman
Dr. M.S. Ananth	Member
Mr. Jayakar Krishnamurthy	Member

Chief Financial Officer

Mr. N. Gnanasambandan

Company Secretary

Ms. Rekha Raghunathan

Statutory Auditor

M/s. G. Balu Associates
No. 4A Venkatesa Agraharam Road
Mylapore
Chennai - 600 004

Bankers

State Bank of India
Export Import Bank of India
Bank of India
IDBI Bank Limited
Indian Bank
Corporation Bank
Central Bank of India

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

Manufacturing Plants

Tamil Nadu, Pondicherry and Haryana

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DIRECTORS' REPORT

The Directors hereby present the Twenty Seventh Annual Report together with the audited accounts of the company for the year ended 31st March 2013.

FINANCIAL HIGHLIGHTS

The performance of the company for the year ended 31st March 2013 is as follows:

Particulars	For the year ended	
	31.03.2013	31.03.2012
Gross Revenue	57,084	57,905
Net Revenue (excluding Excise Duty)	50,435	52,502
Total Expenditure	43,756	44,139
Operating Income	6,679	8,363
Other Income	123	210
Profit before Interest, Tax & Depreciation	6,802	8,573
Interest	3,197	3,018
Deferred Revenue Expenses	417	417
Depreciation	1,925	2,144
Profit before Tax & Exceptional item	1,263	2,994
Tax Expense	305	726
Profit after Tax/Net Profit	958	2,268
Balance of profit brought forward from last year	8,316	7,476
Amount Available for Appropriations	9,274	9,744
Appropriations:		
Transfer to General Reserve	200	400
Dividend	221	885
Tax on Dividend	38	143
Balance Carried to Balance Sheet	8,815	8,316

DIVIDEND

The Board recommends a dividend of 10% i.e. ₹ 1 per equity share, aggregating to ₹ 221 lakhs (exclusive of tax on dividend) for the financial year 2012-2013.

TRANSFER TO GENERAL RESERVE

A sum of ₹ 200 lakhs has been transferred to the general reserve of the company for the financial year 2012-2013.

PERFORMANCE

The turnover of the company decreased by 4% from ₹ 52,502 lakhs in the financial year 2011-2012 to ₹ 50,435 lakhs in the financial year 2012-2013. This was mainly due to the depressed demand in the auto sector and consequent low offtake by the customers. The Earnings before Interest, Tax and Depreciation (EBITDA) also decreased from ₹ 8,573 lakhs in the financial year 2011-2012 to ₹ 6,802 lakhs in the financial year 2012-2013. The decrease can be attributed to increase in the cost of inputs and the unceasing pressure from customers to reduce prices in spite of spiraling material, power, labour and interest costs. The unprecedented power cuts in Tamil Nadu had resulted in extensive use of diesel power to maintain production and this added to the manufacturing cost substantially thereby leading to decreased EBITDA. To overcome the huge power cost, the company has installed a dedicated feeder line and purchases power through the exchange.

In spite of considerable efforts the exports reduced to ₹ 2,589 lakhs during financial year 2012-2013 from ₹ 3,734 lakhs in the financial year 2011-2012. This decrease was due to the recessionary conditions in the international markets.