



September 02, 2025

National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex , Bandra East, Mumbai 400 051. NSE Code: UCAL	BSE Limited Corporate Relationship Department, 1 st floor, New Trading Ring Rotunda Building, P J Towers, Dalal Street, Fort Mumbai - 400 001. BSE Code: 500464
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Dear Sir/Madam,

Sub: Notice of the 39th Annual General Meeting ("AGM") of the Company

Pursuant to Regulation 30 read with Schedule III Part A, Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, please find enclosed herewith the Notice convening the 39th Annual General Meeting ("AGM") of the Company, scheduled to be held on Monday, September 29, 2025, at 03:00 P.M. (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

The Company is pleased to provide to its members the facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means. The date and time of remote e-voting facility are as under:

E-voting start time and date	9:00 A.M. (IST) on Thursday, September 25, 2025
E-voting end time and date	5:00 P.M. (IST) on Sunday, September 28, 2025

Further, the facility for voting through electronic voting system will also be made available at the AGM. The members attending the AGM and who have not cast their vote(s) by remote e-voting will be able to vote at the AGM.

The cutoff date, to ascertain the eligibility of members for remote e-voting at AGM, is September 22, 2025.

This is for your information and records please.

Thanking you,
Yours truly,
For UCAL Limited

S Narayan
Company Secretary

NOTICE TO MEMBERS

NOTICE is hereby given that the 39th Annual General Meeting ("AGM") of **UCAL Limited (Formerly known as Ucal Fuel Systems Limited)** will be held on Monday, the 29th September 2025 at 3.00 P.M (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS: -

1. ITEM NO.1: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2025, TOGETHER WITH REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON AND THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2025 TOGETHER WITH THE REPORT OF AUDITORS THEREON.

To consider and if thought fit, to pass with or without modification(s), the following resolution(s) as an ordinary resolution:

- (i) **"RESOLVED THAT** the Standalone Audited Financial Statements of the Company for the year ended March 31, 2025, including the Audited Balance Sheet as at March 31, 2025, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the reports of the Board of Directors and the Auditors thereon, as circulated to the members and presented to the meeting be and are hereby adopted."
- (ii) **"RESOLVED THAT** the Consolidated Audited Financial Statements of the Company for the year ended March 31, 2025 including the Consolidated Audited Balance Sheet as at March 31, 2025, the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year ended on that date together with the report of the Auditors thereon, as circulated to the members and presented to the meeting be and are hereby adopted."

2. ITEM NO.2: TO APPOINT A DIRECTOR IN THE PLACE OF MR.RAM RAMAMURTHY (DIN:06955444), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

To consider and if thought fit, to pass with or without modification(s), the following resolution(s) as an ordinary resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, and the rules made

thereunder (including any statutory modification(s) or re-enactment thereof for the time being in Force) Mr. Ram Ramamurthy (DIN:06955444), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

3. ITEM NO. 3: PAYMENT OF REMUNERATION TO MR. ABHAYA SHANKAR (DIN: 00008378) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY FOR THE FINANCIAL YEAR 2026-27.

To consider and if thought fit to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], approval of the Company be accorded for payment of annual remuneration of ₹24,00,000/- p.a (₹2,00,000 p.m) to Mr. Abhaya Shankar (DIN:00008378), Non-Executive Director of the Company, for the Financial Year 2026-27, being an amount exceeding fifty percent of the total annual remuneration payable to all the Non Executive Directors of the Company for the Financial Year 2026-27.

"RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

4. ITEM NO.4 – APPOINTMENT OF SECRETARIAL AUDITOR

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Sections 179(3), 204 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder, read with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), re-enactment thereof for time being in force) and Circulars issued thereunder from time to time, and based on the recommendations of the Audit Committee and

the Board of Directors, approval of the Members be and is hereby accorded for the appointment of M/s P. Muthukumaran and Associates, Practising Company Secretaries [Firm Regn. P2024TN099300] [Peer Review Certificate No.5642/2024], as the Secretarial Auditors of the Company, for a term of 5 (five) consecutive financial years, commencing from 2025-26 to 2029-30, on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution”.

5. ITEM NO.5: RATIFICATION OF REMUNERATION TO COST AUDITOR

To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendation of the Audit Committee, the Company hereby ratifies the remuneration payable to Mr.L.Thriyambak, Cost

Accountant, (Membership No. 40720, Sole Proprietor Registration No. 000902), appointed by the Board of Directors of the Company as Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year ending 31st March 2026, amounting to ₹ 3,00,000 (Rupees Three lakhs only) per annum plus taxes as may be applicable and reimbursement of such other out of pocket expenses, as may be incurred by them during the course of Audit.”

“RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

By Order of the Board
For **UCAL LIMITED**

S Narayan

Company Secretary
Membership No. A15425

Place: Chennai
Date : 13.08.2025
UCAL LIMITED
CIN: L31900TN1985PLC012343
11 B/2 (S.P) First Cross Road
Ambattur Industrial Estate
Chennai- 600 058
E-mail: investor@ucal.com
Website: www.ucal.com

Notes:

1. The Ministry of Corporate Affairs (“MCA”) vide its Circular No. 09/2023 dated 25.09.2023 read with Circular No.20/2020 dated 05.05.2020 and the Securities and Exchange Board of India (SEBI) vide its Circular No.SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07.10.2023 read with Master Circular No.SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (collectively referred to as “the Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conference (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (‘Act’), the Listing Regulations and MCA Circulars, the 39th AGM of the Company is being held through VC/OAVM on Monday, the 29th September 2025 at 3:00 p.m. IST. The deemed venue for the AGM will be the Registered Office of the Company i.e. 11B/2 (S.P),First Cross Road, Ambattur Industrial Estate, Ambattur, Chennai 600058.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 3 to 5 of the Notice, is annexed hereto. Further, the relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / re- appointment at this AGM are also annexed as **Annexure-A**.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for

the AGM. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

4. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUF's, NRI's, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/ Authorization etc., authorizing their representative to attend the AGM through VC/ OAVM on their behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to info@pmkadvisors.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF's, NRI's etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members during the AGM. All documents referred to in the Notice including the MOA and AOA will also be available for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investors@ucal.com.
6. The Members can join the AGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to the members on "first come first served" basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chair persons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of "first come first served" basis.
7. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

8. In line with MCA Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.ucal.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the remote e-Voting facility) i.e. www.evoting.nsdl.com.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January 2021, the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting at the meeting will be provided by NSDL.
10. Information pursuant to regulations 36(3) and 36(5) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) with respect of the Directors seeking appointment / re-appointment, as the case may be, at the AGM are furnished in the Annexure-A and explanatory statement to this note to this Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
11. In terms of Sections 124(5) and 125 of the Companies Act, 2013 and the Rules made thereunder, the dividend declared by the Company for earlier years, which remained unclaimed / unpaid for a period of 7 years will be transferred on respective due dates to the Investor Education and Protection Fund (IEPF), established by the Central Government.

The particulars of due dates for transfer of such unclaimed dividends to IEPF are furnished below:

Financial Year	Dividend per share (₹)	Unpaid/ Unclaimed dividend as on 31 st March 2025 (₹)	Date of declaration	Last date for claiming unpaid dividend	Due date for transfer to IEPF
2017-18	10.00	971,580	29.09.2018	04.11.2025	03.12.2025
2018-19	9.00	8,30,997	30.09.2019	05.11.2026	04.12.2026
2019-20			Not declared		
2020-21	2.00	2,64,599	30.09.2021	05.11.2028	04.12.2028
2021-22	2.00	7,66,453	29.08.2022	04.10.2029	03.11.2029
2022-23	2.00	6,91,534	29.09.2023	04.11.2030	03.12.2030
2023-24			Not declared		

Pursuant to the provisions of Section 125 of Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividends for the financial years up to 2015-16 from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 27th September 2024 (date of last Annual General Meeting) on the website of the Ministry of Corporate Affairs.

Shareholders who have not encashed their dividend warrants pertaining to the financial years (2017-18, 2018-19, 2020-21, 2021-22 and 2022-23) are advised to write to the Company/Integrated Registry Management Services Pvt. Ltd (RTA) immediately for claiming the dividends declared by the Company.

12. Members may also note that the Annual Report will also be available on the Company's website viz., www.ucal.com for their download. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13.05.2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023 issued by SEBI, the Notice of the AGM along with the Annual Report for the year 2024-25 is being sent by electronic mode to those Members whose e-Mail addresses are registered with the Company / National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) (referred to as Depositories). However, the Members desirous of getting the physical copy of the Annual Report, may place their request with the Company.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are requested to submit their PAN to the Depository Participant(s) (DP) with whom they are maintaining their demat accounts.

14. Members are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC Code, Mandates, Nominations, Power of Attorney, Change of Address / Name / e-mail Address / Contact Numbers, etc., to their DP.
15. Electronic copy of the Annual Report and the Notice of the AGM inter-alia indicating the process and manner of e-Voting are being sent to all the Members whose e-mail IDs are registered with the Company / DPs for communication purposes.
16. Members holding shares in physical mode are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, Mandates, Nomination as per Section 72 of the Companies Act, 2013 by filling Form SH-13, Power of Attorney, Change of Address / Name / e-mail Address / Contact Numbers, etc., with the Company / STA. Blank forms (SH-13) will be sent by e-mail.
17. Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.
18. The businesses set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The Members may cast their votes using electronic voting system from a place other than the venue of the meeting ('Remote e-Voting').
19. In case of joint holders attending AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
20. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") and for poll during the meeting will be provided by National Securities Depository Limited ('NSDL').

21. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of 'remote e-voting' or voting at the AGM through poll.
22. The 'remote e-voting' period commences on Thursday, the September 25, 2025 (9:00 hrs) and ends on Sunday, the September 28, 2025 (17:00 hrs). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, the September 22, 2025 may cast their vote by 'remote e-voting'. The 'remote e-voting' module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
23. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e., Monday, the September 22, 2025. Any person, who acquires shares of the Company and become a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Monday, the September 22, 2025 may cast their vote electronically.
24. Mr.P.Muthukumaran, Practicing Company Secretary (ICSI Membership no. FCS 11218), Partner, M/s P Muthukumaran and Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the 'remote e-voting' process and voting at the AGM, in a fair and transparent manner.
25. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website www.ugal.com.

THE INSTRUCTIONS FOR REMOTE E-VOTING AND VOTING AT THE MEETING ARE AS UNDER:-

The remote e-voting period begins on Thursday, the September 25, 2025 (09:00 A.M) and ends on Sunday, the September 28, 2025 (05:00 P.M). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 22, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 22, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or CDSL 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 135499 then user ID is 135499***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the ‘Initial password’ or have forgotten your password:
 - a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on 'Agree to 'Terms and Conditions'' by selecting on the check box.
8. Now, you will have to click on 'Login' button.
9. After you click on the 'Login' button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select 'EVEN' of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on 'VC/OAVM' link placed under 'Join Meeting'.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@pmkadvisors.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting

user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms.Sarita M, Assistant Manager at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio Number, Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company's e- mail ID investor@ucal.com or to RTA's e-mail ID einward@integratedindia.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company's e-mail ID investor@ucal.com or to RTA's e-mail ID einward@integratedindia.in. If you are an Individual shareholders holding securities in demat

mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholder have not participated in the meeting through VC/OAVM facility, then the votes cast by such member / shareholder shall be considered invalid, as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
5. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:

1. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Facility of joining the AGM through VC / OAVM shall open 15 minutes before and after the scheduled time of the commencement of the Meeting and will be available for Members on a first come first served basis.
3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further, shareholders will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/ folio number, email id, mobile number at investor@ucal.com from September 22, 2025 (09:00 hrs) to September 24, 2025 (17:00 hrs). The shareholders who do not wish to speak during the AGM but have queries may send their queries in within the above mentioned time period prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@ucal.com.

7. The shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
8. In case of any queries or issues, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evoting.nsdl.com under help section or write an e-mail to Ms.Sarita, Assistant Manager at evoting@nsdl.co.in.

By Order of the Board

For **UCAL LIMITED**

S Narayan

Company Secretary

Membership No. A15425

Place: Chennai

Date : 13.08.2025

UCAL LIMITED

CIN: L31900TN1985PLC012343

11 B/2 (S.P) First Cross Road

Ambattur Industrial Estate

Chennai- 600 058

E-mail: investor@ucal.com

Website: www.ucal.com

ANNEXURE A

INFORMATION ABOUT DIRECTOR(S) SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING IN COMPLIANCE WITH REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETING (SS-2) ARE GIVEN BELOW:

Name of Director & DIN	Mr. Ram Ramamurthy DIN: 06955444	Mr. Abhaya Shankar DIN: 00008378
Date of Birth	22-05-1948	26-03-1956
Date of First Appointment	30-08-2014	13-11-2024
Brief resume, Qualification and Experience	B.E Mechanical Engineering and MBA from the University of Texas. Mr. Ram Ramamurthy has worked in the consumer financial services sector for 25 years, in the manufacturing sector for 10 years and in the IT sector for 8 years. He started his career as a design engineer in Lucas TVS and has worked for companies like Siemens AG Berlin, Germany and Associates First Capital and Citigroup and its associates for ten years in various capacities.	B.Tech. Mechanical from IIT Kanpur and MBA from IIM Kolkata. Mr.Abhaya Shankar has 40 years of experience as Management Professional and out of which he served as head of organisation for 22 years. He is a Management consultant for Strategy, Sales & Marketing acceleration, Organizational Health & People related initiatives. A Coach and mentor for top executive leadership and promoters for leadership skills and strategic thinking.
Nature of Expertise in specific functional areas	His areas of expertise includes design of manufacturing tools, manufacturing planning, consumer credit risk management, statistical modelling, business systems development, data driven marketing, online real-time personalized marketing technology and online real time campaign management	His areas of expertise includes handling disinvestments, Mergers & Acquisitions, set up Joint Ventures, set up green field plants, under taken Branding initiatives and several projects such as implementing ERP, and putting up an IT/Engineering services organization. Certified Marshall Goldsmith Leadership Coach.
Remuneration proposed to be paid	As mentioned under Item no.2 of the AGM notice.	As mentioned in Item No.3 of the EGM notice
Comparative remuneration profile with respect to the industry	The proposed remuneration is in line with the prevailing standards in the industry, size of the Company, profile of the position, etc.	The proposed remuneration is in line with the prevailing standards in the industry, size of the Company, profile of the position, etc
Pecuniary relationship and disclosure of relationships between directors inter-se	Mr. Ram Ramamurthy apart from receiving remuneration, he has no other pecuniary relationship. He is not related to any other director of the company.	Mr.Abhaya Shankar apart from receiving remuneration, he has no other pecuniary relationship. He is not related to any other director of the company
Key terms and conditions of reappointment	Available in the website www.ucal.com	Available in the website www.ucal.com
Number of board meetings attended during FY 2024-25	10	In his previous position of Whole time Director he has attended 8 meetings. As Non-Executive Director w.e.f. 13.11.2024 he has attended 2 meetings.
Shareholding including shareholding as a beneficial owner	Nil	Nil
Details of Directorship held in other Listed companies	Nil	Sri Havisha Hospitality and Infrastructure Limited Kellton Tech Solutions Limited
Details of Listed entities from which the appointee has resigned in the past three years	Nil	Nil
Details of membership / chairmanship of other Board committees	Nil	Sri Havisha Hospitality and Infrastructure Limited Audit Committee - Chairperson Nomination and Remuneration Committee - Member Stakeholder Relationship Committee- Member Kellton Tech Solutions Limited - Nomination and Remuneration Committee - Member

EXPLANATORY STATEMENT

AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT"), THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS MENTIONED UNDER ITEM NOS. 3 TO 5 OF THE ACCOMPANYING NOTICE:

Item No.3

The Board of Directors with the recommendation of the Nomination and Remuneration Committee at its meeting held on 12th November 2024 has appointed Mr. Abhaya Shankar (DIN: 00008378) as an Additional Non-Executive and Non-Independent Director for a term of 2 years with effect from 13th November 2024 on a monthly remuneration of ₹2,00,000/-

Pursuant to the provisions of Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of the Members of the Company by way of a Special Resolution is required to be obtained every year for payment of Annual Remuneration to a single Non-Executive Director exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors, giving details of remuneration thereof.

Considering the fact that the next financial year 2026-27 is fast approaching and holding of another General Meeting in short span of time will entail additional costs to the Company, it was considered prudent to obtain the shareholder's approval at this AGM as the remuneration payable to Mr. Abhaya Shankar (DIN: 00008378) in the Financial Year 2026-27 is likely to exceed fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company. Therefore the consent of the Members is sought for passing a Special Resolution as set out at Item No. 3 of the Notice.

Brief resume of Mr. Abhaya Shankar (DIN: 00008378), Non-Executive and Non Independent Director, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, name of listed entities and other companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, as stipulated under the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated herein forming part of this Notice are stated herein as **Annexure A**.

Mr. Abhaya Shankar (DIN: 00008378) is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Save and except Mr. Abhaya Shankar (DIN: 00008378), and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in

any way, concerned or interested, financially or otherwise, in the Resolution set out at Item Nos. 3 of the Notice. Mr. Abhaya Shankar (DIN: 00008378) is not related to any other Director / KMP of the Company.

The Board recommends the Special Resolution set out at Item No. 3 for approval of the Members.

Item No.4

In accordance with the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], every listed company and a company belonging to other class of companies as may be prescribed, are required to annex a Secretarial Audit Report, issued by a Practising Company Secretary, with its Board's report, prepared under Section 134(3) of the Act. SEBI vide SEBI (LODR) (Third Amendment) Regulations, 2024 amended the Regulation 24A and as per the amended Regulation 24A.

- (a) Every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be Peer Reviewed Company Secretary;
- (b) On the basis of recommendation of Board of Directors, a listed entity shall appoint or reappoint-
 - (i) An individual as Secretarial Auditor for not more than two terms of five consecutive years; or
 - (ii) A Secretarial Audit Firm as Secretarial Auditor for not more than two terms of five consecutive years;

with the approval of its Shareholders in its Annual General Meeting.

Furthermore, the said amended Regulation also provides for eligibility, qualifications and disqualifications of Secretarial Auditor and Secretarial Auditor not to render certain services.

In accordance with the provisions of Section 179(3) read with Rule 8 of the Companies (Meeting of Board and its Powers) Rules, 2014, Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (LODR) Regulations, 2015, the Board of Directors of the Company based on the recommendations of the Audit Committee at its meeting held on 13th August 2025 appointed M/s P Muthukumaran & Associates ("the Firm"), Practising Company Secretaries [Firm Regn. No.P2024TN099300] as the Secretarial Auditors of the Company, for a term of 5 (five) consecutive financial years, commencing from 2025-26 to 2029- 30, subject to approval of the Members at this Annual General Meeting. The Firm was established in the year 2018 and has wide and extensive corporate experience. The Firm is registered as a Practising Company Secretaries with the Institute of Company Secretaries of India (ICSI) bearing Regn.

No. P2024TN099300 and peer reviewed by the ICSI, holding a valid Peer Review Certificate No.5642/2024 issued by them. The Firm has confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest.

Their expertise covers Corporate Law, Secretarial Services, Corporate Restructuring, Securities Laws, FEMA/FDI and Advisory / Representation.

The Firm has the capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments and possesses the market standing and technical knowledge best suited to handle the scale, diversity and complexity associated with the audit of the Secretarial matters of the Company.

Further, the Board of Directors, based on the recommendations of the Audit Committee, approved a remuneration of ₹1,00,000 (Rupees One Lakhs only) per annum plus applicable taxes, if any, and reimbursement of travel and out of pocket expenses incurred in connection with the audit, for the financial year 2025-26 payable to the Secretarial Auditors, which is in line with the prevailing professional fees for similar assignments.

The remuneration payable to the Secretarial Auditors for the financial years 2026-27 to 2029-30 would be mutually agreed between the Audit Committee and the Board of Directors and the Secretarial Auditors.

Additional fees for statutory certifications and other professional services will be determined separately by the Management, in consultation with the Firm and will be subject to approval by the Audit Committee and the Board of Directors.

The Firm has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the Rules made thereunder and the SEBI Listing Regulations.

Accordingly, approval of the Shareholders is sought for appointment of M/s P Muthukumaran & Associates as the Secretarial Auditors of the Company, for a term of 5 (five) consecutive financial years, commencing from 2025-26 to 2029-30.

The Board recommends the Ordinary Resolution as set out at Item No.4 of the accompanying Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in this resolution.

Item No.5 :

The Company is required to have the audit of its cost records conducted by a Cost Accountant in practice under Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules, 2014 ("the Rules"). The Board, on the recommendation of the Audit Committee, has approved in its meeting held on 13th August 2025 the appointment of Mr. L Thiriyambak, Cost Accountant Chennai, as the Cost Auditor to conduct the Cost Audit of the Company for the financial year 2025-26 at a remuneration of ₹ 3,00,000/- (Rupees Three Lakhs only) per annum excluding applicable Tax and out of pocket expenses, if any.

In accordance with the Provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No.5 of the Notice to ratify the remuneration for the Financial Year 2025-2026.

The Board recommends the Ordinary Resolution set out at Item No.5 of the notice for approval by the members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution set out at item no.5 of the accompanying notice.

By Order of the Board

For **UCAL LIMITED**

S Narayan

Company Secretary

Membership No. A15425

Place: Chennai

Date : 13.08.2025

UCAL LIMITED

CIN: L31900TN1985PLC012343

11 B/2 (S.P) First Cross Road

Ambattur Industrial Estate

Chennai- 600 058

E-mail: investor@ucal.com

Website: www.ucal.com