



UCAL FUEL SYSTEMS LIMITED

12.04.2023

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 : UCALFUEL	BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Stock Code: 500464
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Dear Sir,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of Extraordinary General Meeting of Members

This is in continuation to our letter dated April 06, 2023 and pursuant to Regulation 30 of the SEBI Listing Regulations, we wish to inform you that the Extraordinary General Meeting ('EGM') of the Company will be held on Thursday, the 11th May 2023 at 11.00 a.m. through Video Conferencing / Other Audio-Visual Means. We are submitting herewith Notice of Extraordinary General Meeting of the Company along with explanatory statement, which is being sent through electronic mode to the Members.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolutions as set out in the EGM Notice. The e-voting shall commence on Sunday, the 7th May 2023 at 09.:00 A.M. and will end on Wednesday, the 10th May 2023 at 05:00 P.M. The copy of the said EGM Notice is also uploaded on the website of the Company i.e. www.ucalfuel.com.

Thanking you

Yours faithfully

For **UCAL FUEL SYSTEMS LIMITED**

S.Narayan
Company Secretary





UCAL FUEL SYSTEMS LIMITED
CIN:L31900TN1985PLC012343
11 B/2 (S.P) FIRST CROSS ROAD,
AMBATTUR INDUSTRIAL ESTATE, CHENNAI 600058
TEL.NO.044-66544719
E-mail: ufsl.ho@ucal.com; Website:- www.ucalfuel.com

NOTICE TO MEMBERS

NOTICE IS HEREBY GIVEN THAT THE FIRST EXTRA-ORDINARY GENERAL MEETING [01/23-24] OF THE SHAREHOLDERS OF UCAL FUEL SYSTEMS LIMITED FOR THE FINANCIAL YEAR 2023-2024 WILL BE HELD ON THURSDAY, THE 11TH DAY OF MAY 2023 AT 11.00 A.M. THROUGH VIDEO CONFERENCING AND OTHER AUDIO-VISUAL MEANS (VC/OAVM), TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO. 1: TO APPROVE THE CHANGE IN NAME OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section(s) 4, 5, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof for the time being in force read with Rule 29 of the Companies (Incorporation) Rules, 2014 and other applicable Rules framed thereunder, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the provisions of the Memorandum of Association and Articles of Association of the Company or any other applicable law(s), regulation(s), guideline(s), for the time being in force, and subject to the approvals, consents, sanctions and permissions of the Central Government (Ministry of Corporate Affairs), Stock Exchanges and any other appropriate regulatory and statutory authorities/departments as may be necessary and subject to all other necessary approvals, consents, sanction and permission as may be required under any other laws, rules and regulations, the consent of the Shareholders of the Company be and is hereby accorded to change the name of the Company from **“Ucal Fuel Systems Limited”** to **“UCAL Limited”**, as made available by the Ministry of Corporate Affairs (MCA).

RESOLVED FURTHER THAT the new name of the Company be given effect from the date of issue of the fresh Certificate of Incorporation from the Registrar of Companies (ROC), consequent upon change of name of the Company and accordingly, the name **“Ucal Fuel Systems Limited”** wherever appearing in the Memorandum of Association and Articles of Association and other relevant documents etc. be deleted and be substituted by the new name **“UCAL Limited”** in its place or stead.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any of its duly constituted Committee or any officers / executives / representatives / legal counsels / advisors / consultants and / or any other person so authorized by the Board), be and is hereby authorized, on behalf of the Company to perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing of all the e-forms and other documents with the statutory authorities, and to execute all such forms, papers, deeds, documents, instruments, writings as may be necessary including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the office of the ROC, other regulatory authorities and to file required documents and information to the Stock Exchanges and such other authority(s) as may be required from time to time and to do all such acts, deeds and things as may be required in this connection including the power to delegate all or any of the powers conferred herein, or otherwise as deemed fit by the Board to be in the best interest of the Company."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto and in order to give effect to the foregoing Resolution, or as may be otherwise considered fit by it in the best interest of the Company."

"**RESOLVED FURTHER THAT** the any of the Directors or Company Secretary of the Company be and are hereby severally authorized to file necessary forms, returns and documents with the Registrar of Companies, Chennai and to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

ITEM NO. 2: TO APPROVE RE-APPOINTMENT OF MR.S.BALASUBRAMANIAN (DIN: 02849971) AS NON-EXECUTIVE INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE YEARS:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, ("LODR"), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr.S.Balasubramanian (DIN: 02849971) who has already attained the age of 75 years and who holds office of Independent Director up to 20th May, 2023 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr.S.Balasubramanian's candidature for the office of Director, be and is hereby re-appointed as Non-Executive Independent Director of

the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 21st May, 2023 upto 20th May, 2028.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By Order of the Board
For UCAL FUEL SYSTEMS LIMITED
Sd/-

Place: Chennai
Date: 06.04.2023

S Narayan
Company Secretary

NOTES:

1. In view of circulars issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 Page 4 of 18 dated June 23, 2021, General Circular No. 19/2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular no. 21/2021 dated December 14, 2021 and General Circular No. 03/2022 dated May 05, 2022 (“MCA Circulars”) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI), the forthcoming EGM will be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and May 05, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. 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 e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by NSDL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 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 Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders

Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.ucalfuel.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited. The EGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evoting.nsdl.com.
7. In pursuance of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, details in respect of the Director seeking re-appointment form part of this Notice.
8. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Extraordinary General Meeting as set out in the Notice is annexed hereto.
9. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM 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. However, since this EGM is being held through VC/OAVM, whereby physical attendance of Shareholders has been dispensed with and in line with the said MCA Circular read with SEBI Circular SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022 ("SEBI Circular"), THE FACILITY TO APPOINT A PROXY TO ATTEND AND CAST VOTE FOR THE SHAREHOLDERS IS NOT MADE AVAILABLE FOR THIS EGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
10. All documents referred to in the Notice 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 EGM. Members seeking to inspect such documents can send an email to investor@ucal.com
11. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.
12. The company has appointed Mr.P.Muthukumaran (C.P.No.20333) of M/s.P Muthukumaran and Associates, Practicing Company Secretaries, have been appointed as Scrutinizer to scrutinize the E voting process (including electronic voting at

EGM) in fair and transparent manner. The Scrutinizers will submit their consolidated report on voting within two working days of the conclusion of EGM to the Chairman or his authorised person and the Chairman or his authorised person shall announce the voting results after receipt of the Scrutinizers' report

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

The remote e-voting period begins on Sunday, the 7th May 2023 at 09:00 A.M. and ends on Wednesday, the 10th May 2023 at 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. Thursday, the 4th May 2023, 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 4th May 2023.

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 dematmode

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.	<ol style="list-style-type: none"> 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.

	<ol style="list-style-type: none"> 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https:// www.evoting.nsd.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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  <p>The image shows the text 'NSDL Mobile App is available on' above two logos: the Apple App Store logo and the Google Play logo. Below each logo is a square QR code.</p> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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 companyname 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 ForgetPassword 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 toll free no. 1800 22 55 33

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 123762 then user id is 123762001***

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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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.
 - d) 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 No., 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 kalyan@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) to (Company email id). 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 MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM 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" 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. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request to investor@ucal.com from 4th May, 2023 (9:00 hrs IST) to 6th May, 2023 (17:00 hrs IST) mentioning their name, demat account number/folio number, email id, mobile number. The shareholders who do not wish to speak during the EGM but have queries may send their queries mentioning their name, demat account number/folio number, email id, mobile number at investor@ucal.com. These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

By Order of the Board
For **UCAL FUEL SYSTEMS LIMITED**
Sd/-

Place: Chennai
Date: 06.04.2023

S Narayan
Company Secretary

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

ITEM NO.1:

Ucal Fuel Systems Limited, a listed company has an established presence in the automobile space for almost four decades and its market leadership and industry experience bestow a resilient strength and the agility to adapt and reinvent to a dynamically changing business environment. UCAL Fuel Systems incorporated in 1985 have since been addressing the demand for high-volume, quality-critical, cost-competitive automotive components in the world's fastest - moving market. The Company's six state-of-the art manufacturing Plants, and two world class R&D Centres, are engaged in the design, development, and production of a wide array of automotive components of close tolerances for critical applications in the two-wheeler and four-wheeler industry.

Over the decades, the Company has built scale, expanded global footprint and set up worldclass R&D facilities to address diverse customer requirements. The Company has diversified its product portfolio and has also ventured into the manufacturing and dealing in comprehensive range of automotive components viz., Electronic Control Unit (ECU), Oil Pumps, Vacuum Pump, Electronic Air Suction Value, Throttle Body and Air Suction Value.

Since incorporation, the name of the Company has been UCAL Fuel Systems Limited. However, the Company is more commonly and popularly known in the market as "UCAL" instead of "UCAL Fuel Systems". In addition, taking into consideration, the fact that the Company is more popularly known as 'UCAL' in the market, retaining the term "fuel systems" in the name of the Company would give an impression to its customers, suppliers and the other stakeholders that the Company is concentrating only on fuel systems related products inspite of having a diversified product portfolio and further there being growing electrification in the Automobile Industry and therefore the use of the name 'UCAL Limited' is considered more relevant at this point of time.

Considering the above factors, it is prudent and justifiable to consider change in the name of the Company from "UCAL Fuel Systems Limited" to "UCAL Limited" as it is widely known as "UCAL" in the minds of Customers, Suppliers and other stakeholders and to keep up its pace with the emerging technologies in the Automotive sector and outreach the market with its wider portfolio of products under its most common and popular name "UCAL" in the market .

The Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre has approved the SRN No. AA1400312 dated 16th February, 2023, confirming the availability of the corporate name UCAL LIMITED should the Company decide to change the corporate name to 'UCAL Limited' from the existing name of the Company - 'Ucal Fuel Systems Limited'.

Accordingly, the shareholders may note that the Board of Directors of the Company by way of passing circular resolution on 6th April 2023, has approved the proposal for change of corporate name of the Company from "Ucal Fuel Systems Limited" to 'UCAL Limited',

subject to the approval of the Ministry of Corporate Affairs, the shareholders of the Company and other relevant statutory and regulatory authorities.

Pursuant to Sections 5, 13 and 14 of the Act, change in name and consequent amendment in the Memorandum of Association and Articles of Association of the Company and all other related documents require approval of the shareholders of the Company by way of Special Resolution and subsequent approval of Ministry of Corporate Affairs.

A draft copy of the amended Memorandum of Association and Articles of Association is available for inspection by Shareholders at the Registered Office of the Company on all working days (Monday to Friday) between 11:00 A.M. to 5.00 P.M. till Wednesday, 10th May 2023 (i.e., the last date for e-voting).

It is also hereby confirmed that the Company is in compliance with the conditions prescribed in Regulation 45 of the SEBI Listing Regulations and M/s. Prabhavathy & Co, Chartered Accountants, (Firm Registration Number: 018221S) vide certificate dated 6th April 2023 has confirmed the compliance with conditions stipulated under sub-regulation (1) of Regulation 45 of the SEBI Listing Regulations, which is enclosed herewith. The Certificate is also available on the Company's website at www.ucalfuel.com under Investor Relations Section.

The proposed change of name would neither result in change of the legal status or constitution or operations or activities of the Company, nor would, affect any of the rights or obligations of the Company or of the shareholders / stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

Approval of the Shareholders is being sought for Change of Name of the Company from 'Ucal Fuel Systems Limited' to 'UCAL Limited' as per Item No. 1 of the Notice.

The Board accordingly recommends that the Special Resolution as set out in Item No. 1 of the Notice be passed in the interest of the Company.

None of the Directors and / or Key Managerial Personnel of the Company and/or their respective relatives, are concerned or interested, financially or otherwise, in the Special Resolution as mentioned in Item No. 1 of the Notice.

Certificate pursuant to Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board of Directors
Ucal Fuel Systems Limited
Unit 11 B/2 (SP), 1st Cross Road,
Ambattur Industrial Estate,
Chennai – 600058
Tamilnadu, India

Independent Auditor’s Certificate pursuant to Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

This certificate is issued in accordance with the terms of our engagement dated February 02, 2023.

Background

Ucal Fuel Systems Limited, a Company incorporated under the Companies Act, 1956 (CIN:L31900TN1985PLC012343) incorporated on 04th Nov 1985, having its registered office at Unit 11 B/2 (SP), 1st Cross Road, Ambattur Industrial Estate, Chennai – 600058, Tamilnadu, India (hereinafter referred to as the “Company”) is primarily engaged in the design, development and production of a wide array of automotive components. The Company is listed in BSE Limited and National Stock Exchange of India Limited.

Transaction

The Board of Directors decided that considering the diversified product portfolio of the Company and the fact that the Company is more popularly known as ‘UCAL’ in the market retaining the term “fuel systems” in the name of the Company would give an impression to its customers, suppliers and the other stakeholders that the Company is concentrating only on fuel systems related products inspite of having a diversified product portfolio and further there being growing electrification in the Automobile Industry, the name of the Company be changed to “UCAL LIMITED”.

Accordingly, an application was made by the Company to the Ministry of Corporate Affairs seeking availability of name for proposed change of name of the Company vide SRN AA1400312 dated 16th February 2023 and the Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre has approved the SRN confirming the availability of the changed name UCAL Limited from the existing name of the Company Ucal Fuel Systems Limited.

Purpose of Issue of the Certificate

Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter called 'the Listing Regulations'] as amended upto date requires the Company to include a certificate from a practicing Chartered Accountant stating compliance with conditions provided in Regulation 45(1) of the Listing Regulations in the explanatory statement to the notice seeking shareholders' approval for change in name.

Management's Responsibility

Ensuring the compliance of conditions of Listing Regulations is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation, presentation and compliance of conditions of the Listing Regulations.

The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

Pursuant to the requirements of the Listing Regulations, my responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Regulation 45(1) of the Listing Regulations in the matter of proposed change of name of the Company.

I conducted my examination of compliance of Regulation 45(1) of the Listing Regulations in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

I have also complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

Based on the procedures of certification performed by me and according to the information and explanations given to me, I am of the opinion that none of the clauses specified in Regulation 45(1) of the Listing Regulations were applicable to the Company for the purpose of change of name.

Restriction on Use

This Certificate has been issued at the specific request of the Company - which has appointed me for issuance of this report and exclusively pertains to the proposed Change of Name of the Company in so far as compliance of Regulation 45 of the Listing Regulations is concerned. This report is accordingly solely for the use by the said Company for including in the explanatory statement to the notice seeking shareholders' approval for change in name. My report should not be used for any other purpose or by any person other than the addressees of this report. Accordingly, I do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by my prior consent in writing.

For Prabhavathy & Co
Chartered Accountants
Firm Registration No: 018221S

Sd/-

S.Prabhavathy
Proprietor
Membership No.226828

UDIN: 23226828BGSUUY9488

Place: Chennai
Date: 6th April 2023

ITEM NO.2:

As per the provisions of Section 149 (10) and (11) of the Companies Act, 2013 (the 'Act'), an Independent Director shall hold office for a term up to five consecutive years on the Board of the company and shall be eligible for reappointment for the second term on passing of a special resolution and disclosure of the same in the Board's report. Further, as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR'), as amended vide SEBI LODR (Amendment) Regulations, 2018 w.e.f. April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment.

Mr.S.Balasubramanian (DIN: 02849971) was appointed as an Independent Director of the Company with the approval of shareholders at the Annual General Meeting ('AGM') of the Company held on September 29, 2018, for a tenure of 5 years ending on 20th May 2023. Based on the professional skill, knowledge, expertise and the contributions made by Mr.S.Balasubramanian as the Chairman of the Audit Committee and Stakeholder Relationship Committee and as a member of the Board and also on the basis of performance evaluation, the Board of Directors of the Company after taking into account the recommendations of the Nomination and Remuneration Committee has by passing circular resolution on 6th April 2023 approved the re-appointment of Mr.S.Balasubramanian as an Independent Director for a second term of 5 years with effect from 21st May 2023 as the Board felt that it will be in the best interest of the Company to continue to avail the services of Mr.S.Balasubramanian as Non-Executive Independent Director for a second term of five years.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member signifying his intention to propose the candidature of Mr.S.Balasubramanian (DIN: 02849971) as an Independent Director, to be re-appointed under the provisions of Section 149(10) of the Act. The Company has received requisite consent/declarations for appointment of Mr.S.Balasubramanian (DIN: 02849971) as an Independent Director as required under the Act and rules made thereunder.

The Company has received from Mr.S.Balasubramanian (DIN: 02849971) (i) consent in writing to act as Director in Form DIR-2 of the Rules; (ii) intimation in Form DIR-8 of the Rules to the effect that he is not disqualified under Section 164(2) of the Act; (iii) intimation to the effect that he is not disqualified from being appointed a Director of a listed entity by virtue of any SEBI order or order of any such authority, as per instructions given by SEBI and circulated to the companies by BSE vide its Circular No. LIST/COMP/14/2018-19 dated June 20, 2018; and (iv) declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of LODR.

Mr.S.Balasubramanian (DIN; 02849971) aged 79 years is a Commerce and Law Graduate. He is an Associate Member of the Institutes of Chartered Accountants of India, Company Secretaries of India and Management Accountants of India and a Member of the Delhi Bar Council. He joined the Indian Postal Service in 1966 and left the service in 1991 to join the Company Law Board on its initial constitution on 31st May 1991 and retired in November 2009. He was the Chairman of the Company Law Board for 12 years and had dealt with

more than 3000 cases. He has more than 600 reported cases to his credit. He is the General Editor of Ramaiya's Guide to Companies Act 2013. Presently, he is practising as a consultant in Corporate Law. In addition he has also been functioning as an Arbitrator.

In the opinion of the Board and based on the Board's evaluation, Mr.S.Balasubramanian (DIN; 02849971) fulfils the parameters in terms of participation in the Board Meetings, timely guidance to the Management, meeting of criteria of independence, effective deployment of Knowledge and expertise, adherence to the highest standards of integrity and business ethics, exercising responsibilities in a bonafide manner in the best interest of the Company and also fulfills the conditions specified in the Companies Act, 2013 for the said re-appointment.

A copy of the draft letter for the re-appointment of Mr.S.Balasubramanian (DIN; 02849971) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays and Sundays up to the date of ensuing EGM.

The Board considers that Mr.S.Balasubramanian's (DIN; 02849971) continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr.S.Balasubramanian (DIN; 02849971) as Non-Executive Independent Director. Mr.S.Balasubramanian (DIN; 02849971) does not hold any shares in the Company. Mr.S.Balasubramanian (DIN; 02849971) is not related to any other director of the Company.

A brief profile and other information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and secretarial Standard-2 issued by ICSI is provided in Annexure-A to this Notice.

Except Mr.S.Balasubramanian (DIN; 02849971), no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in Item No. 2 relating to the re-appointment of Mr.S.Balasubramanian (DIN; 02849971) as Non-Executive Independent Director of the Company, who shall not be liable to retire by rotation, by way of Special Resolution.

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

1.	Name of Director & DIN	Mr.S.Balasubramanian, DIN: 02849971
2.	Date of Birth and Age	03.11.1942, 80 years
3.	Date of First Appointment	21 st May 2018
4.	Brief resume, Qualification Expertise and Experience	Mr.S.Balasubramanian (DIN; 02849971) aged 79 years is a Commerce and Law Graduate. He is an Associate Member of the Institutes of Chartered Accountants of India, Company Secretaries of India and Management Accountants of India and a Member of the Delhi Bar Council. He joined the Indian Postal Service in 1966 and left the service in 1991 to join the Company Law Board on its initial constitution on 31st May 1991 and retired in November 2009. He was the Chairman of the Company Law Board for 12 years and had dealt with more than 3000 cases. He has more than 600 reported cases to his credit. He is the General Editor of Ramaiya's Guide to Companies Act 2013. Presently, he is practising as a consultant in Corporate Law. In addition he has also been functioning as an Arbitrator.
5.	Nature of Expertise in specific functional Areas.	He was the Chairman of the Company Law Board for 12 years and had dealt with more than 3000 cases. He has more than 600 reported cases to his credit.
6.	Remuneration proposed to be paid	He is entitled to sitting fees for Board and Committee Meetings and commission if any, decided by the Board.
7.	Comparative remuneration profile with respect to the industry	NIL
8.	Pecuniary Relationship and Disclosure of relationships between Directors inter-se	Apart from receiving sitting fees, he has no other pecuniary relationship. Mr.S.Balasubramanian is not related to any other Director of the Company.
9.	Key terms and conditions of reappointment	Available in the website www.ucalfuel.com
10.	Number of board meetings attended during FY 2022-23.	7 (Seven) Meetings
11.	Shareholding including shareholding as a beneficial owner	NIL

12.	Details of Directorship held in other Listed Companies	1.Sanghi Industries Limited 2.Emami Paper Mills Limited 3.TTK Healthcare Limited
13.	Details of Listed entities from which the appointee has resigned in the past three years	1.Machino Plastic Limited 2.GVK Power & Infrastructure Limited
14.	Details of membership / chairmanship of other Board committees	1. Sanghi Industries Limited – CSR Committee – Chairman. 2. Emami Paper Mills Limited – NRC Chairman and Audit Committee, Member. 3. TTK Healthcare Limited – Audit Committee, Member and Risk Management Committee, Chairman
15	The skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Mr.S.Balasubramanian being the past chairman of the Company Law Board, possess high degree of professional skill, knowledge, and expertise in the areas of Company Law and Practice. Through his expertise and in his role as an Independent Director, he provides invaluable guidance to the Management in maintaining and achieving better corporate governance standards.