



August 31, 2026

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,

SUBJECT: ANNUAL REPORT FOR THE FINANCIAL YEAR 2025-26.

Pursuant to the provisions of Regulations 34 (1) and 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), please find enclosed the Annual Report for the Financial Year 2025-26 of the Company.

In accordance with the relevant circulars issued by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI"), the Annual Report is being sent through electronic mode to only those Members of the Company whose e-mail IDs are registered with the Company and/or Depository Participant(s).

The Annual Report is also available on the Company's website at www.ucal.com. Further, pursuant to Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company has sent communication to those shareholders who have not registered their email address, for registering the same with the Company/Depositories, providing the web-link including the exact path where complete details of the Annual Report would be available.

This is for your information and records.

Thanking you,

Yours truly,

For UCAL Limited

S
NARAYAN
Digitally signed
by S NARAYAN
Date: 2026.08.31
11:23:16 +05'30'

S Narayan

Company Secretary

RESILIENT RESURGENT



UCAL LIMITED
ANNUAL REPORT 2025-26



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RESILIENT RESURGENT

2025-26 - at UCAL it was a year of navigating challenges with a grit earned from a legacy of domain expertise and market leadership.

It was a pivotal year when challenges served as opportunities for expanding capacities, adding new manufacturing lines, building new products, exploring new revenue streams and amplifying global strategies.

Expanding customer roster, earning awards and accolades, establishing presence in new and emerging markets - at UCAL it was a defining year of resilience and resurgence.

40+
Years of
Industry Experience

Trusted
vendor to
45+
Global OEMs &
Auto Majors

Powertrain
products & systems
for automobiles
sold across
100+
Countries
worldwide

ABOUT US

Ranked among the leading manufacturers of Fuel Management Systems and critical automotive components, for more than four decades, UCAL has today emerged as a global solutions partner in mechatronics and advanced technologies to leading automotive and non automotive industries worldwide.

The Company's state-of-the-art manufacturing plants and R&D Centres, are engaged in the design and development of a wide array of products and systems, aligned to the rapidly changing technologies of the mobility industry.

A trusted vendor - partner to more than 45+ Global OEMs and Auto Majors, the Company's cutting edge products and systems form an integral part of automobiles sold across more than 100 countries worldwide.

Aligned to its strategic intent of greater growth and global scale, UCAL is leveraging its domain expertise, product innovation, and deep engineering experience to enlarge its footprint and ambit of operations into new and emerging segments, across potential markets and industries.

OUR KEY STRENGTHS

Four decades and more, UCAL has stood the test of time with its commitment to Quality, Reliability, Trust and Customer-centricity. Serving a wide bandwidth of Global Auto Manufacturers, Major OEMs, Distributors, Channel Partners and Retail Markets, the Company is driven by its vision of being ranked among the globally renowned manufacturing companies with its domain expertise, cutting-edge engineering solutions and value-added service.

EXPERIENCED INDUSTRY LEADERSHIP

Over 4 decades and more of industry leadership, earned from precision manufacturing capabilities and deep domain expertise lends us a competitive edge in keeping abreast of evolving market trends and customer needs.

MULTI-DISCIPLINARY CAPABILITIES

Our multi-disciplinary engineering capabilities spanning mechanical, electrical, electronics, embedded software and system integration are enabling the development of next-generation systems and solutions for automotive as well as adjacent industrial applications.

OPERATIONAL EXCELLENCE

Our agile and market driven operating model enables us to align efficiently to the rapidly changing needs of the mobility industry, ensuring strong customer partnerships and sustained business.

INNOVATION CORE

Innovation forms the core of our business. Our integrated DSIR-recognised and NABL-accredited R&D Centre and testing laboratory with advanced, state-of-the-art facilities, together with a dedicated Electronics R&D, drive the development of next-generation mechatronic and intelligent mobility solutions.

STRONG GOVERNANCE FRAMEWORK

A robust governance framework guided by rigorous ethical, professional and legal standards ensures accountability and transparency in business practices across all levels, supporting an ecosystem of worth and value creation.

SUSTAINABILITY - CENTRED

We continue to remain committed to our vision of a sustainability - centred, socially responsive, value-led business, with products, processes and people practices aligned to a greener, cleaner, safer, healthier and more inclusive world.

GLOBAL PRESENCE

Our global footprint extends across the world, with our products and systems sold across 100+ countries, straddling a large customer roster of OEMs, Auto and Non Automotive Manufacturers and large Aftermarket Suppliers and Channel Partners. This global relevance forms the bedrock of our resilience.

OUR VALUES

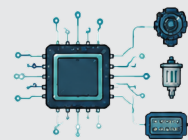


PRODUCT SEGMENTS



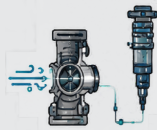
POWERTRAIN

- Oil Pumps
- Variable Pressure Oil Pumps
- Variable Displacement Oil Pumps
- Vacuum Pumps
- Electric - Vacuum Pumps
- Electric- Coolant Pumps
- Electric Oil Pumps
- Solenoid Variable Valve Timing Systems
- Water Outlet Systems
- Motorised Thermostats
- Intake Throttle Valves
- Diesel Fuel Filter Housing



AUTOMOTIVE ELECTRONICS

- T MAP Sensor
- 3-in-1 Sensor
- Fuel Level Sensor (Inductive)
- Tyre Pressure Monitoring Systems
- Radar Obstacle Sensing Systems
- Blind Spot Detection Systems
- Integrated Sensor
- Reverse Parking Sensor
- Hall / Inductive Sensor
- Motor Controllers
- CR Controller
- Timers, Relays & Controllers
- DC DC Converters
- ECU Speed Module
- Reverse Speed Module
- CAN Control Module
- Sound Alerts (E-Horn)
- Indicators
- EMS Services
- Buzzer / Hooter
- Isolated DC-DC Converters
- EV Chargers
- Acoustic Vehicle Alert Systems
- Music Systems for Commercial Vehicles



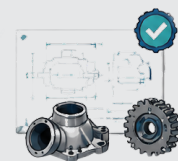
AIR & FUEL SYSTEMS EMISSION CONTROLS

- Fuel Injection System Parts
- Fuel Delivery Modules
- Fuel Rail Assemblies (Gasoline, Bi-Fuel & CNG)
- Mechanical Carburetor
- Mechanical Throttle Body Assembly
- Electronic -Throttle Body
- Intake Throttle Valve
- Electric Purge Valve
- Air Suction Valve
- Electric Air Suction Valve
- Electric Purge Valve
- Exhaust Throttle Valve
- Hydro Carbon Doser
- Fuel Pumps



MANUFACTURING SERVICES

- Pressure Die Casting Products
- Precision Machined Parts & Components for Automotive Applications

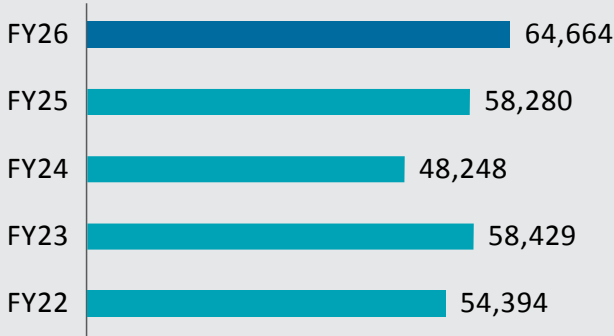


BUILD-TO-PRINT PRODUCTS

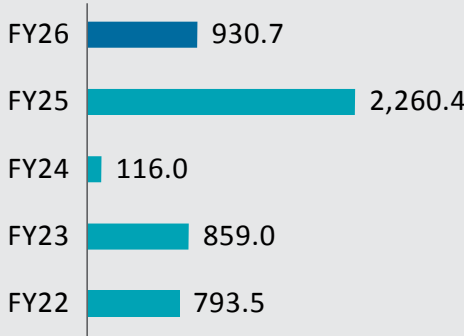
- Water Outlets
- Crankcases
- Products made as per customer requirements.

OUR PERFORMANCE

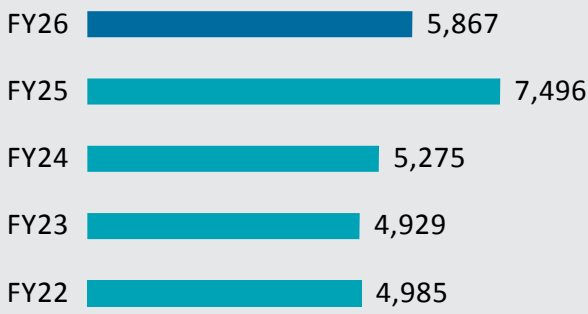
REVENUE (₹in Lakhs)



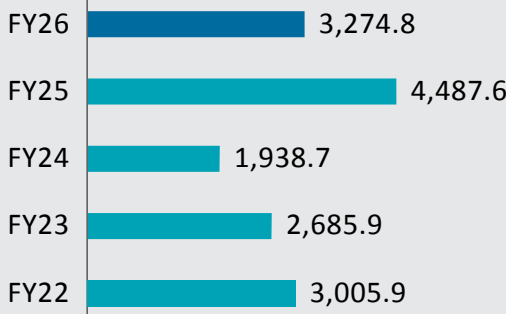
PAT (₹in Lakhs)



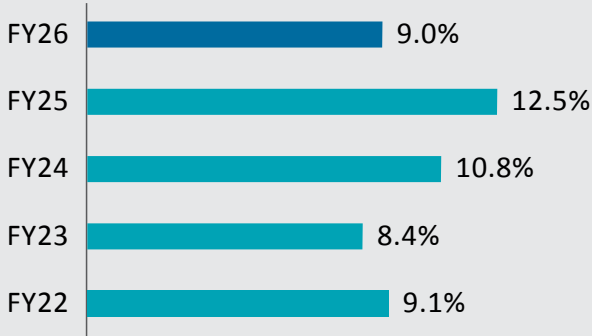
EBITDA (₹in Lakhs)



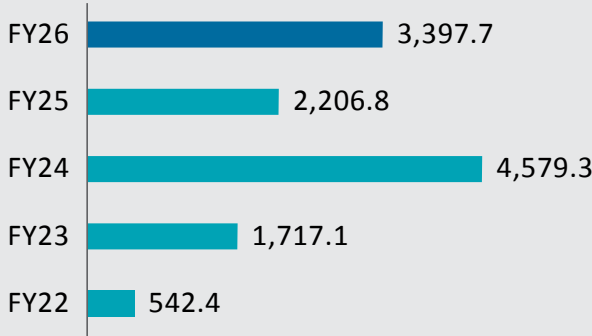
FREE CASH FLOW FROM OPERATIONS



EBITDA (%)



CAPEX SPENT (₹in Lakhs)



Note:- The above graph on revenue and profitability is without the exceptional item and profit on sale of land.

CHAIRMAN & MD's MESSAGE



Dear Shareholders,

The automotive industry is being rebuilt around a different set of technologies than those that defined its first century. Powertrains are diversifying rather than converging. Electronic content is rising in every vehicle, in every segment and in every market. And the value within a component is migrating steadily from the casting to the control — from what a part is made of to what it senses, decides and does.

This is the most consequential shift our industry has faced in a generation, and it will not reward those who wait for clarity before acting. It will reward those who invest ahead of it. At UCAL, we have chosen to invest ahead of it.

From Fuel Management to Intelligent Systems

For four decades, UCAL has been known for its leadership in fuel management systems. That reputation was earned through engineering discipline, manufacturing precision and an uncompromising commitment to quality. Those foundations are not changing.

What is changing is the definition of what we build. UCAL today is a technology-driven global engineering partner delivering intelligent, mechatronic solutions across automotive and non-automotive applications. This is not a repositioning statement. It is a description of where our engineering effort, our capital and our people capabilities are now directed.

During the year, electronics and mechatronics was placed under a dedicated leadership structure with clear profit-and-loss ownership and a unified finance function across the two companies. The intent is straightforward: to give the electronics business the focus, accountability and speed it

Four decades have given us a foundation of trust, engineering discipline and manufacturing credibility. Our responsibility as custodians of that legacy is not to preserve it in place, but to build upon it.

needs to become a meaningful contributor in its own right, rather than a support function to the mechanical business.

India — A Resilient Economy

India has again emerged as the fastest-growing major economy in the world, and it has done so against geopolitical tension, volatile energy prices and shifting trade dynamics. Sustained growth, expanding infrastructure, a deepening manufacturing ecosystem and rising global confidence are together making India a preferred destination for investment, innovation and supply-chain relocation.

For a company such as ours, this is more than a favourable backdrop. It is a structural opportunity. Global OEMs and Tier 1 suppliers are actively seeking Indian partners with genuine engineering capability, and the window to establish those relationships is open now.

Auto Industry Outlook

India is expected to remain one of the fastest-growing automotive markets in the world, supported by robust domestic demand, rising exports and rapid technology adoption. The more important observation for our business, however, is not the growth rate but the mix. Electrification, connectivity, emission compliance and driver-assistance systems are all raising the electronic and mechatronic content of the vehicle — in internal combustion and electric platforms alike. Growth in units matters. Growth in content per unit matters more, and that is where we are positioning ourselves.

Building the Capabilities for the Next Decade

Our transformation follows a deliberate sequence: strengthen the core, then build upon it.

We have deepened our engineering and research capability, accelerated our electronics and mechatronics competencies, embedded digital technologies across our operations and broadened our portfolio into non-automotive applications where our precision manufacturing base is strong.

During the year we further expanded our manufacturing footprint with new production capabilities for throttle body assemblies, water outlets, E-Purge systems and crankcases, serving the requirements of leading domestic and global OEMs.

We have also established a dedicated mandate for artificial intelligence adoption, with a defined remit across engineering, manufacturing and business processes. We are treating AI as an operating capability to be built deliberately and measured on outcomes, not as an experiment run at the margins of the business.

These are not capacity additions alone. They are the foundations that allow us to partner with our customers through their transformation, rather than merely supply them through ours.

Performance Through Resilience

The progress achieved during the year reflects the strength of this approach. We expanded our customer roster, deepened relationships with leading OEMs, improved competitiveness through sustained process improvement and opened new opportunities across domestic and international markets.

New business wins, growing acceptance of our engineering capabilities and expanding international engagement point to a common conclusion: customers are placing increasing confidence in what UCAL can design and deliver, and not only in what it can manufacture.

Moving from build-to-print to build-to-specification is the single most valuable transition available to a company of our kind, and we are making it.

A Sharper Global Footprint

During the year, the Company divested a 90% stake in its United States entities, UCAL Holding Inc. and UCAL Systems Inc. The decision reflects a clear view of where our capital earns its best return. Our strategic priority is to build depth in engineering, electronics and mechatronics from our Indian manufacturing base, and to serve global customers from that base. Concentrating resources behind that priority creates more value for shareholders than maintaining a dispersed international structure.

Sustainability — Creating Responsible Value

Sustainability is not a parallel agenda at UCAL. It is embedded in what we sell. Our products and systems are engineered to optimise energy efficiency and reduce emissions, which is precisely what enables our customers to meet increasingly stringent regulatory standards worldwide. Our commercial interest and our environmental responsibility point in the same direction, and that alignment is a durable competitive advantage.

Within our own operations, we continue to increase the adoption of renewable energy, optimise resource use, advance circularity initiatives and reduce our carbon footprint. Our ESG framework continues to evolve through responsible environmental practice, inclusive people initiatives and transparent governance systems — creating value that is sustainable for our stakeholders, our communities and the environment around us.

People — the Foundation of Our Future

Technology will transform mobility. People will transform UCAL.

The dedication, integrity and ingenuity of our employees across every location remain our greatest strength. Their willingness to take on new disciplines — electronics, software, systems engineering — alongside the manufacturing excellence they have long owned is what makes this transformation achievable rather than

merely aspirational. We strengthened our leadership bench during the year across operations, finance and technology, and we will continue to invest in capability at every level of the organisation.

On behalf of the Board, I extend my sincere appreciation to every member of the UCAL family for their commitment and contribution.

I also express my gratitude to our customers, suppliers, business partners, shareholders and all stakeholders for their continued trust and support. Their confidence obliges us to keep raising our standards of performance, governance and responsible business conduct.

The Decade Ahead

The future of mobility will not be one technology replacing another. It will be several coexisting — advanced electronics, digital integration, intelligent systems, electrification and sustainable engineering solutions — each demanding a different capability from suppliers. Breadth of capability, not bets on a single outcome, is what will separate the partners of choice from the rest.

We view this not as disruption but as the clearest opportunity in our history to move up the value chain. Our investments in advanced manufacturing, mechatronics, precision engineering and next-generation mobility technologies are made with precisely that objective in view.

Four decades have given us a foundation of trust, engineering discipline and manufacturing credibility. Our responsibility as custodians of that legacy is not to preserve it in place, but to build upon it — so that the UCAL your Company becomes over the next decade is measurably more capable than the UCAL it has been over the last.

With the continued trust and support of our stakeholders, I am confident that we will do exactly that.

Warm regards,

Jayakar Krishnamurthy
Chairman & Managing Director

DMD & CEO's MESSAGE



Dear Shareholders,

A year of transition and opportunity

It is a privilege to present my first Annual Report as Deputy Managing Director of UCAL. It has been a pivotal year in the Company's transformation journey - a year defined by translating four decades of engineering legacy into new capabilities, technologies, and growth opportunities.

The theme of this Annual Report - 'Resilient - Resurgent' - reflects the journey UCAL has undertaken over the past year. It represents our ability to navigate change with confidence, strengthen our foundations and emerge with renewed capabilities for the future.

Accelerating Our Transformation

The past year marked a decisive shift and a significant phase of the transformation. It was a year of new customer acquisitions, new technology adoptions, new product launches and expansion into new geographies, newer markets. It was a year when UCAL accelerated its evolution from a recognised leader in mechanical systems to a technology-driven mechatronics solutions partner to major auto manufacturers and global OEMs.

The transition from legacy products was successfully addressed through the growing contribution of new products developed for critical applications across automotive and industrial segments. This progress demonstrates the strength of our engineering capabilities, the commitment of our teams, and our ability to anticipate evolving market opportunities.

At UCAL, we remain focused on strengthening customer partnerships, accelerating innovation and building a global organisation that is resilient, agile and future-driven.

Global Overview

The global economy continued to operate in an environment shaped by geopolitical uncertainties, evolving trade dynamics, inflationary pressures and shifting growth patterns. Businesses across industries continued to adapt to changing supply chains, regionalisation trends and accelerated technological advancements.

The global automotive industry reflected this changing environment, with markets experiencing varied demand patterns while simultaneously advancing towards a future shaped by electrification, connectivity, automation and sustainability.

Despite these complexities, the industry demonstrated remarkable adaptability. Investments in advanced technologies, localisation of supply chains and development of future mobility solutions continued to create opportunities for organisations with strong engineering capabilities and technological agility.

India – A Growth Engine for Global Mobility

India continued to strengthen its position as one of the most dynamic automotive markets globally, supported by resilient domestic demand, manufacturing momentum and progressive policy initiatives.

The automotive sector continued its growth trajectory, driven by increasing exports, localisation, advanced manufacturing capabilities and the transition towards a multi-technology mobility ecosystem.

Navigating the Global Landscape

The future of mobility will be shaped by multiple powertrain technologies coexisting across markets and applications. Internal combustion engines, hybrids and electric mobility solutions will each play an important role in this transition.

This evolving landscape creates significant opportunities for UCAL. Our diversified product portfolio, deep engineering expertise and expanding capabilities in mechatronics, electronics and intelligent mobility solutions position us well to support customers across both conventional and emerging mobility platforms.

Building the future on our Engineering Legacy

UCAL's transformation journey is founded on a simple principle - the future is not created by moving away from our strengths, but by leveraging and expanding their possibilities.

Our four decades of engineering expertise, manufacturing excellence and customer partnerships provide a strong foundation as we evolve into a technology-driven engineering solutions company serving a wide spectrum of global automotive and industrial customers.

The organisations that will succeed in the future will be those that combine experience with agility, precision with intelligence and manufacturing excellence with innovation. At UCAL, this philosophy has guided our investments in technology, product diversification, advanced manufacturing capabilities and organisational development.

Strengthening Product Portfolio

During the year, we continued to strengthen our product portfolio with a diversified mix of precision-engineered systems and solutions across automotive and industrial applications. These initiatives represent more than mere product expansion. They demonstrate our capability to engineer solutions that address the emerging needs of global mobility.

The strategic focus on new product development delivered significant results, with revenue from new systems and solutions recording quantum growth during the year. A strong order book across new products provides a solid foundation for continued growth in the near future.

Innovation and technology leadership

Innovation remains central to UCAL's future growth strategy.

Our focus continues to be on developing value-engineered solutions aligned with emerging mobility trends - electrification, hybridisation, fuel efficiency, lightweighting and intelligent systems. Supported by our strong R&D ecosystem and dedicated electronics capabilities, we are building competencies that will enable us to participate meaningfully in the future of mobility.

The convergence of mechanical engineering, electronics and digital intelligence is redefining the automotive industry. UCAL's strength lies in integrating these disciplines to create intelligent solutions that combine precision engineering with advanced functionality.

Electronics Focus

Electronics will increasingly become an important growth driver as mobility platforms transition towards software-defined, connected systems. To accelerate this capability, we are investing in electronics development, AI-enabled manufacturing processes, specialised talent creation and strategic technology partnerships.

Our objective is to build electronics and embedded intelligence as a significant pillar of UCAL's future growth.

Operational & Manufacturing Excellence

Manufacturing excellence continues to remain a key competitive advantage for UCAL.

Across our manufacturing facilities, we accelerated automation, process optimisation and digital integration to enhance quality, productivity and responsiveness. Advanced systems including automated data acquisition, robotic applications and AI-enabled process controls with end-to-end traceability, have strengthened our commitment to defect prevention and operational excellence.

During the year, we established several strategic manufacturing lines as part of our capability building measures:

- Throttle Body production lines at Bawal and MM -1 Plants for two-wheeler and three-wheeler applications

- Crankcase manufacturing capabilities at Bawal Plant
- E-Purge production line at MM -1 Plant
- Water Outlet manufacturing facility at SEZ Plant, Mahindra World City, for export aftermarket requirements

These investments enhance our ability to execute complex programmes, scale new products efficiently and meet the increasingly demanding requirements of global OEM customers.

Our integrated capabilities across casting, machining and assembly have also created new opportunities in precision-engineered components for global markets.

The continued relevance of internal combustion engines across several global markets provides significant opportunities. Leveraging our established expertise in carburetor systems, we will continue to address the demand in potential markets, both in replacement and specialised applications.

While we are maximizing our aftermarket opportunities in South East Asia, Latin America, and Africa, our customer focus in North America and Europe would be the Tier-1 space for advanced carburetor applications.

Customer Excellence – Strengthening Trust

Customer trust remains central to our resilience and long-term growth. Our teams continue to work closely with customers to understand their evolving requirements, develop innovative solutions and create long-term partnerships built on trust and performance.

Over the past year, we expanded our customer bandwidth and channel presence with the on-boarding of major global OEMs and Tier 1 suppliers creating new business opportunities.

The multiple customer awards received for quality, performance and service during the year, validate our unwavering commitment to engineering excellence, collaborative partnering, and supply chain reliability,

Sustainability-Centred Operations

At UCAL, sustainability remains integral to our business strategy with ESG principles embedded into our daily operations.

Our research and development programmes are centred on the design and development of products and systems that support energy efficiency, reduce emissions and are compliant with global environmental standards.

Across our operations, we continue to enhance renewable energy utilisation, improve energy efficiency, strengthen environmental practices and embed responsible manufacturing principles.

Today, three of our primary manufacturing facilities operate on 100% renewable energy, and we are actively executing plans to extend clean energy adoption across all remaining locations.

Our sustainability journey reflects our commitment to creating long-term value for all stakeholders while contributing towards a cleaner and more responsible future.

People – The Strength Behind Our Transformation

Technology and infrastructure create capability, but people create progress.

The commitment, creativity and resilience demonstrated by our people across locations have enabled us to continuously improve, innovate and adapt to a dynamically changing business landscape.

Through continuous learning, leadership development, Kaizen practices and cross-functional collaboration, we are building a future-ready workforce equipped to address emerging opportunities.

I extend my sincere appreciation to every member of the UCAL family whose dedication and commitment continue to strengthen our organisation.

Looking Ahead

As we look ahead, the mobility landscape will continue to change rapidly. The opportunities will belong to organisations that can combine deep engineering expertise with technological agility, operational excellence with innovation, and customer understanding with the ability to anticipate future needs.

At UCAL, we remain focused on strengthening customer partnerships, accelerating innovation and building a global organisation that is resilient, agile and future-driven.

We are confident that our strong foundation and committed people, will consolidate UCAL’s position as a globally recognised Engineering Company for the automotive, industrial and manufacturing sectors.

Acknowledgment

I extend my sincere gratitude to our customers, suppliers, shareholders, and board members for their continued trust and partnership. Together, we will continue to build on UCAL’s proud heritage and create a legacy of innovation, excellence and sustainable value.

Warm regards,

Adithya Srivatsa Jayakar
Deputy Managing Director & CEO

CFO’s MESSAGE



Dear Shareholders,

The financial year 2025–26 marked another important milestone in UCAL’s transformation journey. Against the backdrop of a rapidly evolving mobility landscape, global uncertainties and persistent cost pressures, the Company demonstrated resilience through disciplined execution, operational focus and a clear strategy for sustainable growth.

The year witnessed continued progress in strengthening our business fundamentals, expanding our product portfolio and enhancing our presence across emerging mobility segments. Our focus remained on building a more diversified and future-ready business model, supported by prudent financial management and strategic investments.

Delivering Growth Through Strategic Portfolio Expansion

During the year, revenue from operations increased by 11% compared to the previous financial year, reflecting healthy growth in our core businesses and improved topline performance.

Our business mix remained well diversified, with growth driven by the increasing contribution from new products, which continued to gain traction across customer segments.

The Company continued to strengthen its customer ecosystem, adding four new OE customers during the year, reinforcing confidence in UCAL’s engineering capabilities and manufacturing expertise.

The Aftermarket segment delivered strong momentum, registering a growth of 32% compared to the previous year, supported by expanding market presence and customer engagement.

The journey ahead is guided by the same principles that have shaped UCAL's progress - disciplined execution, responsible growth and continuous value creation.

Navigating Cost Pressures Through Operational Discipline

The year presented significant challenges on the cost front. Sharp increases in aluminium prices, along with rising manufacturing costs linked to crude oil and refinery-related inputs, impacted operating margins. Global disruptions, including geopolitical uncertainties and volatility in the Middle East region, further contributed to input cost pressures.

In addition, the implementation of revised labour codes resulted in higher employee-related costs, increasing the overall cost structure.

Despite these external pressures, UCAL remained focused on operational discipline, productivity improvement and cost optimisation initiatives. Through effective management of resources and operational efficiencies, the Company was able to maintain profitability and preserve the underlying strength of the business.

Strengthening Financial Position Through Prudent Management

The Company continued to maintain a disciplined approach towards financial management. Despite higher business volumes and increased operational requirements, total borrowings remained stable, reflecting efficient utilisation of available funds and effective working capital management.

The Company also successfully converted higher-cost short-term borrowings into longer-term financing arrangements, resulting in interest cost optimisation and improved financial flexibility.

The current ratio improved by approximately 10% during the year, reflecting enhanced operational efficiency and stronger management of current assets.

Investing in Future Growth

Building capabilities for the future remained a key priority during the year. UCAL invested approximately

₹33 crore in capital expenditure towards new projects, strengthening manufacturing capabilities and supporting future business opportunities.

These investments are aligned with the Company's strategy of expanding into high-growth segments, enhancing technology capabilities and creating a scalable platform for long-term value creation.

Creating a Stronger Foundation for the Future

During the year, the Company also underwent a strategic dilution of its overseas subsidiary, UCAL Holding, following further equity infusion in the USA entity, the Company's holding was diluted, resulting in the entity no longer being classified as a subsidiary. In accordance with IND AS requirements, the investment was fair valued, resulting in an one-time accounting impact on consolidated financial results.

Excluding this exceptional item, the underlying operational performance remained stable, reflecting the resilience of UCAL's core business fundamentals.

As we move forward, our focus remains firmly on strengthening financial resilience, improving operational efficiency and supporting sustainable growth. With a growing portfolio of new products, expanding customer relationships and a strong foundation of engineering excellence, UCAL is well positioned to participate in the next phase of mobility transformation.

The journey ahead is guided by the same principles that have shaped UCAL's progress - disciplined execution, responsible growth and continuous value creation. Together, we remain committed to building a resilient organisation and enabling a resurgence of sustainable growth.

Best regards,

M Manikandan
Chief Financial Officer



OUR LEADERSHIP TEAM



Sitting – From Right to Left

1. Mr.G.S.Selvam – Plant Head
2. Mr.M.Murugan – SGM, R&D
3. Mr.Ram Ramamurthy – Whole Time Director
4. Mr.Jayakar Krishnamurthy – Chairman and Managing Director
5. Mr.Adithya Srivatsa Jayakar – Deputy Managing Director and CEO
6. Mr.M.Manikandan – Chief Financial Officer
7. Mr.Krishnamoorthy K – Vice President, Operations
8. Ms.Prema.V – Assistant General Manager, Production Planning and Control

Standing – From Right to Left

1. Mr.Virushabaddoss V – General Manager, Production Engineering
2. Mr.Sugumaran.J – Group Head, HR
3. Mr.Satheesh.C – Assistant General Manager, Marketing
4. Mr.Sureshkumar.J – Senior General Manager- R&D
5. Mr.Sundar.M – Head Purchase
6. Mr.Dowlath Basha.A – General Manager
7. Mr.Venkatasubramanian.J – Senior General Manager, Marketing
8. Mr.Ravikumar.B – Assistant General Manager, R&D
9. Mr.Narayan.S – Company Secretary

BOARD OF DIRECTORS



Mr. Jayakar Krishnamurthy
Chairman & Managing Director

Mr. Jayakar Krishnamurthy (DIN 00018987) is a Master of Business Administration from Duke University, USA. He has many years of experience in various companies in all aspects of corporate finance including mergers and acquisitions, treasury, taxation and compliance. He was responsible for finance, accounting, legal, administration, M&A, compliance and HR in a leading global software service providing company before he joined UCAL.



Mr. Adithya Srivatsa Jayakar
Dy. Managing Director & CEO

Mr. Adithya Srivatsa Jayakar (DIN: 08188358) is an MBA graduate from the University of Notre Dame - Chicago, IL. He comes with wide knowledge and experience of the Automotive industry, with over 14 years of management experience at the UCAL group having worked across functions such as general management, R&D, operations, finance, HR, sales, marketing and supply chain management. Mr. Adithya has been instrumental in improving the after-sales market dynamics of the Company, by enlarging the product portfolio to include Non-OE products for the lucrative channel space.



Mr. Ram Ramamurthy
Whole-time Director

Mr. Ram Ramamurthy (DIN 06955444) is a B.E Mechanical Engineering Graduate and has an MBA from the University of Texas, Arlington. He started his career as a Production Engineer and worked in that capacity with Lucas-TVS, Chennai and Siemens AG in Germany. He later worked for more than three decades in Dallas, Texas, with Associates First Capital, a large non-bank financial services company, where he was VP of Risk Management. He also held senior level positions in IT and Marketing for the Associates and Citigroup. He has been on the board of several engineering and IT start-ups, guiding their growth. Mr. Ram Ramamurthy has been associated with UCAL as Whole-time Director for almost a decade.



Mr. Abhaya Shankar
Non-Executive Director

Mr. Abhaya Shankar DIN: (00008378) holds a B.Tech. Mechanical degree from IIT Kanpur and a MBA from IIM Kolkata. He has 40 years of experience as Management Professional out of which he served as head of organisation for 22 years. He is also a Management consultant for Strategy, Sales & Marketing acceleration, Organizational Health & People related initiatives. He has a highly successful track record in diverse industries & products, in India and internationally. He has handled disinvestments, Mergers & Acquisitions, set up Joint Ventures and green field plants, undertaken branding initiatives and several projects such as implementing ERP, and putting up an IT/Engineering services organization. Mr. Abhaya Shankar is a Certified Marshall Goldsmith Leadership Coach.



Mr. S. Balasubramanian
Non-Executive, Independent Director

Mr. S. Balasubramanian (DIN; 02849971) 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 Member of the Delhi Bar Council. He joined the Indian Postal Service in 1966 and left the Service to join the Company Law Board on its initial constitution on 31st May 1991 from where he retired in November 2009. He was the Chairman of the Company Law Board for 12 years and had dealt with more than 3,000 cases, with 600 and above reported cases to his credit. He is the General Editor of Ramaiya's Guide to Companies Act 2013. Presently, he is practicing as a consultant in Corporate Laws in addition to functioning as an Arbitrator.



Mr. I.V. Rao
Non-Executive, Independent Director

Mr. I.V. Rao (DIN 00329370) Graduated in Mechanical Engineering from Osmania University, Hyderabad and completed MTech in Mechanical Design from IIT-Kanpur. After a short stint in the R&D Center of Jyoti Limited, and KG Khosla Compressors Ltd he joined Maruti in 1983 and spearheaded the R&D activities at Maruti Suzuki India Limited. He has led the R&D team as Senior Managing Executive Officer (Engineering) till 2012 and continued as Executive Advisor from 2012 to 2019. Presently he is a Visiting Senior Fellow at the Centre for Sustainable Mobility group of TERI, a renowned think tank based in New Delhi. He is Member of NEMMP Committee formed by the Ministry of Heavy Industry for working on Electric Mobility Policy and roadmap for India.



Mr. R. Sundar
Non-Executive, Independent Director

Mr. R. Sundar (DIN 10831047) has 35 years of experience in Design capability, setting up of manufacturing process and large scale restructuring. He has served as CEO for 3 years in Tata Toyo Radiator. Mr. Sundar also has 10 years of experience in areas of Defence. He has held positions of authority and independent financial powers, ensuring complete integrity and transparency while dealing with entities for Building Approvals to Environmental Clearances and from Excise to Land Ceilings. His areas of expertise include education, training and imparting knowledge of engineering and manufacturing methods to the management.



Ms. Sandhya Shekhar
Non-Executive, Independent Director

Ms. Sandhya Shekhar (DIN 06986369) is a MBA from IIM Bangalore and PhD in Management from IIT, Madras. She is an Advisor and Strategy Consultant to several corporates in the areas of Business Strategy and Digital Transformation and is a Member of the Expert Committee and Selection Committees constituted by BIRAC to scale the bio-tech incubators nationally into a robust innovation ecosystem. She is a visiting faculty with leading educational institutions and has served as an Advisor to State Bank of India as part of the IT Advisory Council for Digital Transformation and on Government of India Policy Committees including India's Science, Technology & Innovation Policy. She serves on several advisory boards including SOIL Institute of Management and the Sarada Ranganathan Endowment for Library Science. She has over three decades of professional experience, occupying various CXO positions and has worked at the confluence of industry and academic fraternities helping to build and scale a vibrant innovation ecosystem, in her former role as the founding CEO of IIT Madras Research Park, the first University Research Park in the country.

UCAL'S GLOBAL ALIGNMENT

UCAL's Alignment with the Global Mobility Industry of the Future

The global mobility industry is witnessing a period of tectonic shifts and rapid change propelled by multiple transformative forces: electrification, software-defined and connected vehicles, advanced driver assistance and autonomous technologies, AI-enabled smart manufacturing, sustainable and circular mobility, and resilient digital supply chains. These structural shifts are accelerating the convergence of mechatronics, precision engineering, electronics and intelligent software, fundamentally redefining the future of mobility.

Anchored by its strong engineering heritage and innovation-led culture, UCAL is well positioned to capitalise on these emerging opportunities by delivering advanced, value-engineered mobility solutions that combine precision manufacturing with intelligent technologies.

As the global mobility industry evolves, UCAL's continued investments in R&D, advanced manufacturing processes, digital capabilities and next-generation product development reinforce its commitment to building a smarter, cleaner and more globally aligned mobility ecosystem.

QUALITY - RESILIENT CORE



Precision, Reliability, Continuous Improvement.

Our Quality Philosophy

Delivering products that consistently meet or exceed customer expectations through innovation, process excellence and total employee involvement.

Engineering Excellence

India is one of the world's largest automotive markets and a leading global manufacturing hub. With over four decades of engineering excellence, UCAL has established itself as a reputed global mobility solutions Company in fuel management, emission control and advanced mechatronic products and systems for both automotive and non-automotive applications.

Today, more than 45+ global OEMs and Auto Majors rely on UCAL for products and advanced systems that meet stringent international quality standards, combining engineering precision with manufacturing excellence.



R&D -Corporate Office

Quality - A Resilient Core

Precision - Reliability - Continuous Improvement

With more than four decades of engineering excellence, UCAL continues to deliver world-class quality.

Quality - Bedrock of Resilience

Our commitment to quality, innovation and operational excellence continues to strengthen our global presence and our long-term customer partnerships.

Operating in an industry where quality, precision and agile assimilation of advanced technologies are defining standards, UCAL has earned the reputation of a trusted manufacturer of automotive products and systems, partnering with major automotive manufacturers and global OEMs, both in the domestic and overseas markets.

Quality-First Culture

Quality is embedded into every stage of our value chain- from product design and development to manufacturing and customer delivery through robust engineering practices, process discipline, stringent validation systems and a company-wide zero-defect culture.

Driving Continuous Improvement

Our quality excellence programme is supported by structured initiatives that strengthen process capability and customer confidence.

- Periodic internal and external quality audits to drive process discipline and continuous improvement.
- Automated production lines and data-driven robotised manufacturing systems
- Deployment of advanced quality tools including real time Statistical Process Control (SPC),
- Laser-based, end-to-end product traceability throughout the manufacturing lifecycle ensures transparency, reliability and faster root-cause analysis
- Dedicated GP12 Safe Launch Stations provide enhanced quality assurance during new product introductions, ensuring flawless launches and defect prevention during the critical ramp-up phase.
- AI-based memory lock and calibration verification systems, replacing manual processes and significantly reducing quality risks.
- Real-time, data-driven monitoring to identify risks early, enhance process capability and improve manufacturing performance.



Quality Awards

Certified to Global Standards

UCAL's manufacturing facilities are certified to globally recognised management systems, reflecting our commitment to quality, sustainability and workplace safety.

Certifications

IATF 16949

Global Automotive Quality Management System

ISO 14001

International Certification for Environmental Management System

ISO 45001

International Standard for Occupational Health & Safety (OH&S) Management System

Outlook

At UCAL, quality remains central to our journey towards resilience and business resurgence. By integrating advanced technologies, automation and AI enabled manufacturing and process controls, together with sustainable practices, we are further strengthening our quality ecosystem to consolidate our position as a global solutions partner to major OEMs and Auto and Non Auto manufacturers for precision engineered, application-critical, advanced products and systems.

FY 2025-26 Highlights

Global Customer Quality Audits

Successfully completed supplier quality assessments of 4 major global OEMs during the year reaffirming compliance with global customer quality and manufacturing standards.

Quality Awards from Customer

UCAL's focused thrust on stringent quality controls, customer-centricity, zero-defect products, safety and sustainability was reflected in the various awards received by the Company from both domestic and global OEMs and Auto Majors during the year.

Quality Circle Awards

UCAL's culture of continuous improvement received industry-wide recognition through prestigious Quality Circle Awards:

- Gold Award – Productivity Improvement Project (QCFI – 18th Chennai Chapter Kaizen Competition)
- Gold Award – First Time Through (FTT) Improvement Project
- Gold Award – Casting Yield Improvement Project

INNOVATION - A KEY PILLAR

Innovation remains a key pillar of UCAL's future-forward strategy. During the year, the Company accelerated the development of value-engineered products across Internal Combustion Engine (ICE), Hybrid and Electric Vehicle (EV) platforms, while expanding its presence in domestic OEMs, export markets, aftermarket and precision manufacturing services.

Resilient Engineering Driving Resurgent Innovation

At UCAL, innovation is the engine of resilience. Our R&D capabilities continue to accelerate the Company's resurgence by transforming engineering expertise into agile, intelligent, future-ready mobility solutions that create lasting value for customers and stakeholders.

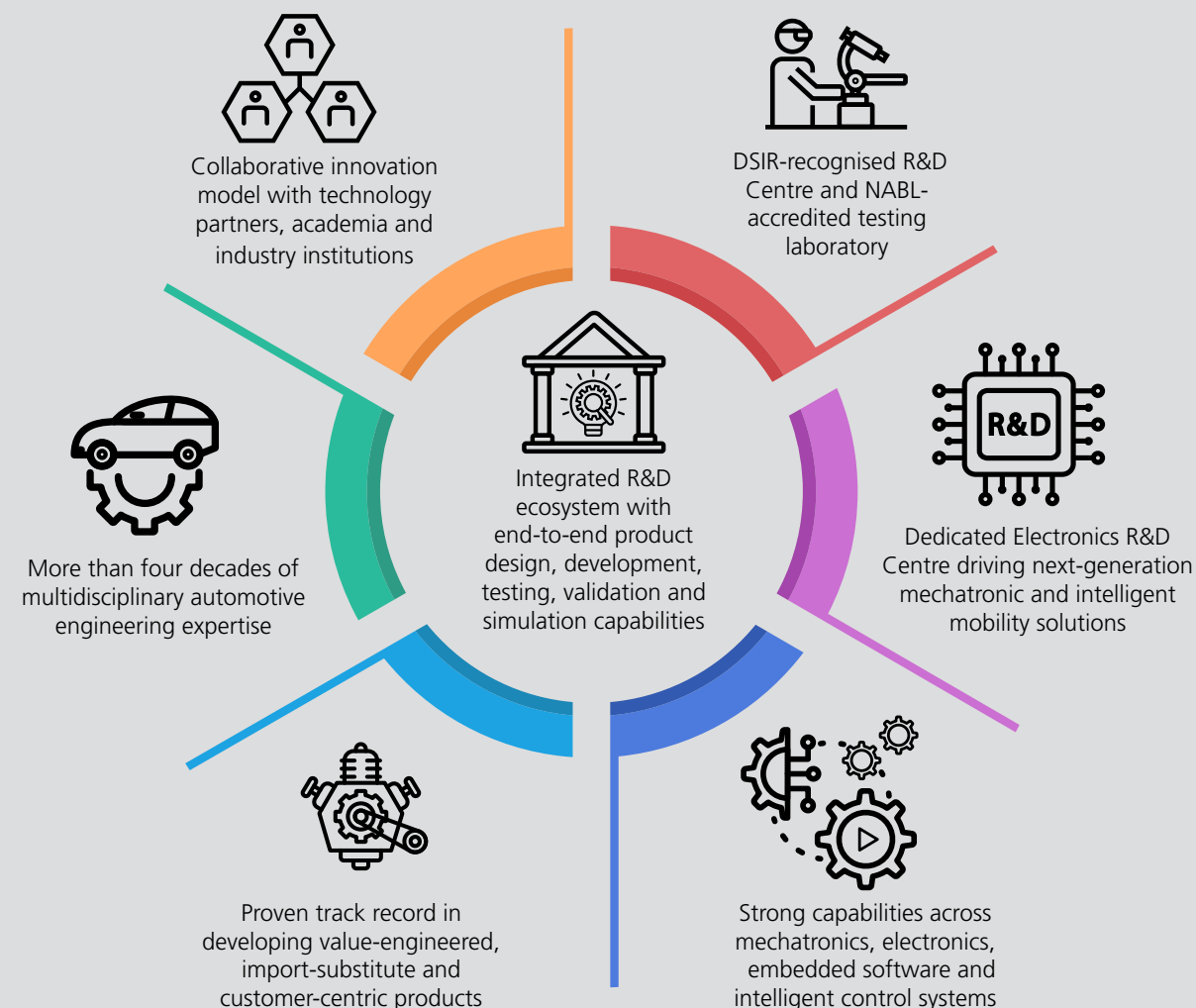
Engineering the Next Generation of Mobility

Innovation remains at the heart of UCAL's transformation journey. Backed by deep engineering expertise and a strong culture of continuous innovation, our Research & Development function is focused on developing advanced, value-engineered products that address the rapidly evolving needs of the global mobility industry.

Powered by experienced engineers and domain specialists, UCAL's R&D ecosystem - including its dedicated Electronics R&D Centre - integrates mechanical, electrical, electronics and embedded software capabilities to develop intelligent powertrain, mechatronic and mobility solutions for conventional, hybrid and electric vehicle platforms.

Equipped with state-of-the-art product development, testing, validation and simulation facilities, the Centre accelerates the development of innovative, high-performance, value-engineered systems and solutions from concept to commercialization.

KEY STRENGTHS



KCAT

Krishnamurthy Centre for Automotive Technology (KCAT), serves as UCAL's comprehensive R&D Centre and core innovation hub for ideation, design, and product development, and drives the creation of next-generation products and systems across its business segments.

KCAT is recognised by the Department of Scientific and Industrial Research (DSIR), Government of India, while its testing laboratory is accredited by the National Accreditation Board for Testing and Calibration Laboratories (NABL), reaffirming the Company's commitment to engineering excellence and global quality standards.

Driving the Mechatronics Revolution

The automotive industry is rapidly evolving towards software-defined, connected and electrified vehicles, creating significant opportunities for integrated mechatronic solutions.

Drawing on over four decades of multidisciplinary engineering expertise, UCAL is well positioned to deliver intelligent, import-substitute products that combine precision mechanics, electronics, sensing technologies and embedded software.

Electronics R&D

The Company's dedicated Electronics R&D Centre is focused on developing next-generation products for electric mobility, intelligent control systems and emerging green technologies, while also enabling expansion into adjacencies in advanced industrial applications.

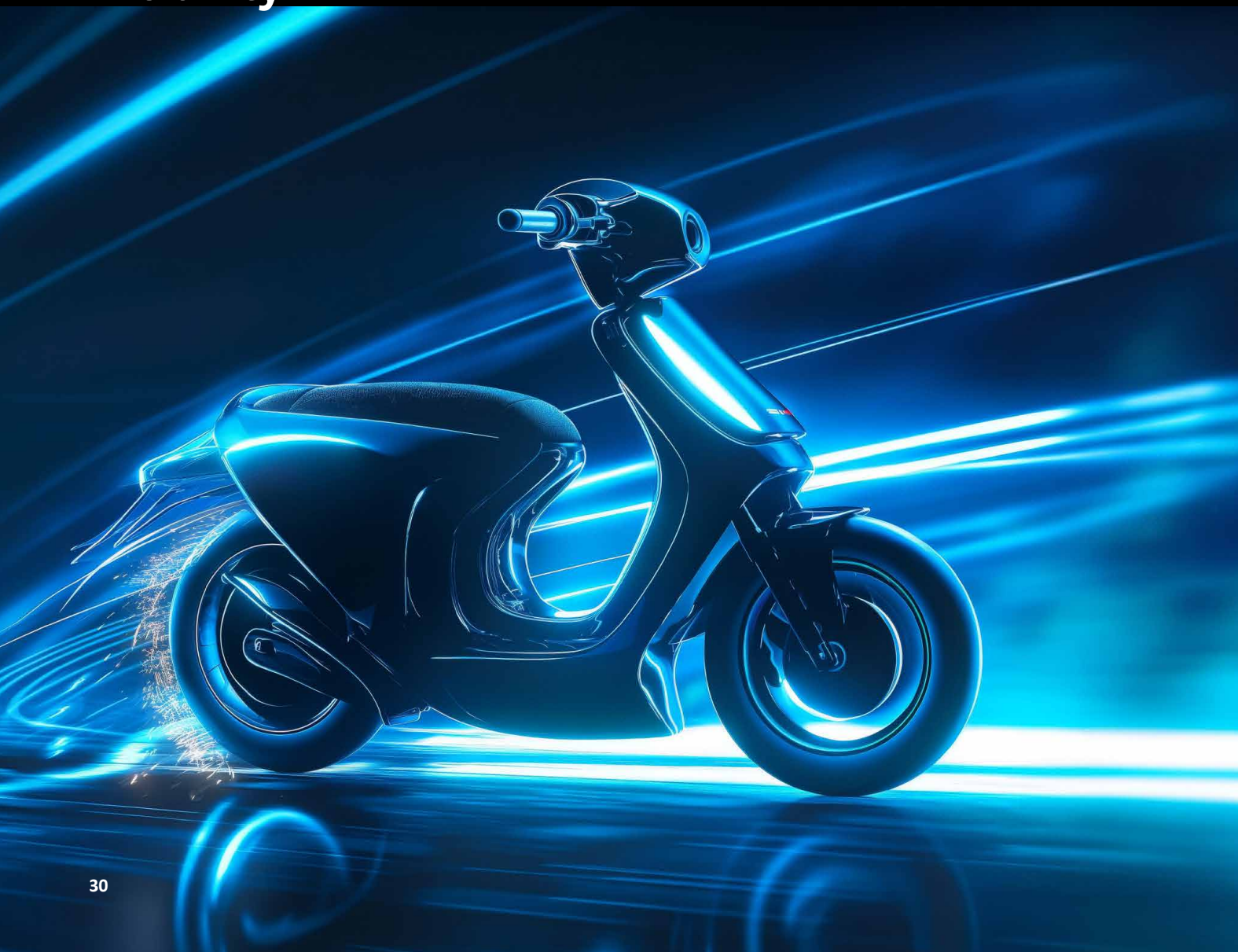
Outlook

UCAL continues to strengthen its innovation ecosystem through strategic collaborations with technology partners, research institutions, academia and industry bodies. These partnerships accelerate technology development, shorten product development cycles and enhance speed-to-market, while supporting UCAL's evolution into a technology-driven, global mobility solutions company.

AUTOMOTIVE ELECTRONICS

Powering Intelligent Mobility

Aligned with its transformation journey and vision of becoming a leading mechatronics solutions provider, UCAL has strengthened its electronics manufacturing capabilities to address the evolving requirements of next-generation mobility.



Automotive Electronics: Powering Intelligent Mobility

The automotive industry is undergoing a defining transformation, with electronics emerging as the foundation of the next generation of mobility. From electrification and connected vehicles to advanced safety systems and autonomous technologies, electronic content in vehicles continues to accelerate, reshaping the future of transportation.

The global automotive electronics market is projected to witness sustained double-digit growth over the coming decade, driven by increasing vehicle electrification, stringent emission and safety regulations, rising adoption of Advanced Driver Assistance Systems (ADAS), connected mobility solutions, and growing consumer expectations for enhanced digital experiences.

By 2030, electronics and software are expected to account for a significantly higher share of vehicle value, transforming automobiles from mechanical machines into intelligent, connected and software-defined mobility platforms.

Global Mobility Shift: Accelerating Towards Electrification and Intelligence

The global transition towards electric mobility continues to gain momentum, supported by government-led decarbonisation initiatives, stricter emission norms and investments in charging infrastructure. The transition towards sustainable mobility, is expected to grow as battery technology advances and costs decline.

Governments across key automotive markets are strengthening policy support to achieve carbon reduction commitments aligned with global sustainability goals. This transition is accelerating demand for advanced electronic systems including battery management systems, controllers, sensors, power electronics, thermal management solutions and smart mobility technologies.

While the journey towards electrification faces challenges such as charging infrastructure readiness, battery supply chain constraints and critical material availability, the

long-term trajectory remains firmly towards cleaner, safer and more connected mobility.

India's EV Ecosystem: Building Momentum through Policy Support

India's automotive sector is witnessing a structural transformation, supported by favourable policy frameworks, increasing consumer acceptance and investments across the EV value chain.

The Government of India continues to strengthen the ecosystem through initiatives focused on accelerating electric mobility, developing domestic manufacturing capabilities and reducing dependence on imported technologies.

Key initiatives include:

The Government's PM e-DRIVE Scheme, PM-eBus Sewa Initiative and the Production Linked Incentive (PLI) Scheme for Advanced Chemistry Cell (ACC) Batteries are aimed at strengthening the country's sustainable transportation ecosystem providing strategic policy support to both manufacturers and vehicle buyers to accelerate electric mobility adoption in the country.

The PM e-DRIVE Scheme provides strategic support for accelerating electric mobility adoption, including incentives for electric two-wheelers, three-wheelers, buses, trucks, ambulances and charging infrastructure development.

PM-eBus Sewa Initiative: Focused on strengthening sustainable urban transportation, the programme aims to deploy thousands of electric buses across cities, addressing the growing demand for cleaner and more efficient public mobility solutions.

India's EV market is expected to maintain strong growth momentum, supported by rising urbanisation, increasing environmental awareness, improving charging infrastructure and expanding investments in local manufacturing. Industry estimates indicate that India's electric vehicle market is expected to grow at a strong CAGR through the decade, creating significant opportunities across the mobility value chain.



The Electronics Team at the designing table

UCAL Electronics: Participating in the Future of Mobility

Aligned with its transformation journey and vision of becoming a leading mechatronics solutions provider, UCAL has strengthened its electronics manufacturing capabilities to address the evolving requirements of next-generation mobility.

The Company's advanced electronics manufacturing facility is equipped with dedicated production lines, in-house testing and validation capabilities, End-of-Line potting facilities and advanced process controls aligned with global DVP and EMI/EMC standards.

With capabilities spanning concept development, engineering validation, prototyping, pilot production and commercialisation, UCAL offers integrated solutions from customer specifications to production-ready electronic systems.

The Company's dedicated Electronics R&D team, comprising engineers, domain specialists, and software experts, is focused on developing innovative solutions for emerging automotive applications, particularly in the EV and connected mobility segments.

During the year, UCAL expanded its portfolio of electronic sensors, controllers and embedded systems, strengthening its position as a technology partner for the rapidly evolving mobility ecosystem.

Outlook: Resilience through Innovation, Resurgence through Technology

The transition towards electric and intelligent mobility presents both opportunities and challenges. Infrastructure readiness, battery technology evolution, availability of critical materials and global supply chain dynamics continue to influence the pace of adoption.



Electrified, Connected Cars - defining the future of mobility

However, the increasing integration of electronics across all vehicle categories presents a significant growth opportunity. The future of mobility will be defined by a seamless integration of mechanical engineering, electronics, software and digital intelligence.

Leveraging its four decades of automotive expertise, strong manufacturing foundation and growing electronics capabilities, UCAL is strategically positioned to design and deliver advanced embedded electronic and mechatronic solutions for automotive and non-automotive applications.

The convergence of advanced technology and domain capabilities is becoming the defining standard of industry excellence.

UCAL's mechatronics expertise and its ability to seamlessly integrate precision engineering, electronics and digital technologies serves as a competitive advantage for the Company in the evolving mobility landscape with advanced embedded systems forming a significant part of both Internal Combustion Engine and Electric Vehicles.

Outlook

The Company has drawn up strategic plans to develop its electronics vertical as a strong growth engine, by investing in AI enabled plant and process expansions, creating a large talent pool, and forming strategic technology and joint venture partnerships with domain experts.

Innovation & New Product Development

UCAL continued to strengthen its innovation-led growth strategy by accelerating the development of value-engineered, time-to-market products and solutions across conventional and electric vehicle segments. The Company's focused R&D efforts, coupled with strong customer engagement, enabled the successful introduction of several new products, supporting its transformation into a diversified automotive technology partner.

During the year, new products and export sales recorded significant volume growth, contributing meaningfully to overall revenue. Product development initiatives were focused on expanding the portfolio across a broad and diversified spectrum of two-wheelers, passenger vehicles, commercial vehicles, electric and hybrid vehicles, domestic aftermarket, export aftermarket, and deemed export segments.

Key developments during the year included:

2-Wheeler & 3-Wheeler Segment

- Mechanical Throttle Body Assemblies for two-wheeler and scooter applications
- Electric Purge Valves for entry level motorcycle models
- Carburetors for three-wheeler export models
- Carburetors for 3 different export models of two-wheelers

Passenger and Commercial Vehicle Segment

- Fuel Rail assemblies for passenger cars
- Intake throttle valve for Heavy Commercial Vehicles

Electric Vehicle Segment

- DC-DC Converters for three-wheeler electric vehicles.
- LED Flashers for the three-wheeler EV segment.
- Flasher for the HCV Bus and Truck applications.

Aftermarket & Export Business

- Water Outlet assemblies for five models, catering to the export aftermarket.
- Carburetors for three After-market models

The Company also further consolidated its leadership in precision die casting and machining by strengthening its Built-to-Print product portfolio. Major project wins included Crankcase components for three-wheeler applications

The new product introductions reinforce UCAL's commitment to innovation, localization, value engineering and customer-centric product development, while strengthening its position across traditional internal combustion engine platforms as well as emerging electrified mobility solutions.

New Products in the Pipeline

UCAL continues to strengthen its new product pipeline by expanding its electronics and mechatronics development capabilities to address the evolving requirements of the automotive industry. The Company's product development roadmap is focused on next-generation solutions for the rapidly growing electric vehicle (EV) market and the increasing adoption of electronics in safety, sensing, connectivity, and intelligent in-vehicle systems.

Leveraging its multi-disciplinary expertise in mechatronics, embedded electronics, and system integration, UCAL is actively developing a range of innovative, value-engineered products for automotive and non-automotive applications. These products are designed to meet future customer requirements for enhanced functionality, reliability, and cost competitiveness while enabling faster time-to-market.

Further, a diversified mix of new products are in the pipeline in different stages of development and market launch taking forward the Company's roadmap of resilience and resurgence.

UCAL's strong engineering capabilities position it to expand its portfolio of advanced electronic control systems, sensing solutions, power electronics, and intelligent mechatronic products, reinforcing its commitment to supporting the next generation of mobility solutions and creating sustainable long-term growth.



New Products in the Pipeline

Powertrain Systems

Variable Pressure Oil Pumps
Vacuum Pumps
Solenoid Variable Valve Timing Systems
Oil Pumps
Water Outlet Systems
Motorised Thermostats
Intake Throttle Valves
Diesel Fuel Filter Housing

Air & Fuel Management

Mechanical Throttle Bodies
Electronic Throttle Bodies
Fuel Delivery Modules
Fuel Rails (Gasoline, Bi-Fuel & CNG)

Exhaust Systems Management

Electric Purge Valves
HC Dosers
Exhaust Throttle Valves

Electric Mobility & Power Electronics

Electric Coolant Pumps
Isolated DC-DC Converters
EV Chargers
Motor Controllers
Acoustic Vehicle Alert Systems
Music Systems for Commercial Vehicles

Sensors & Intelligent Electronics

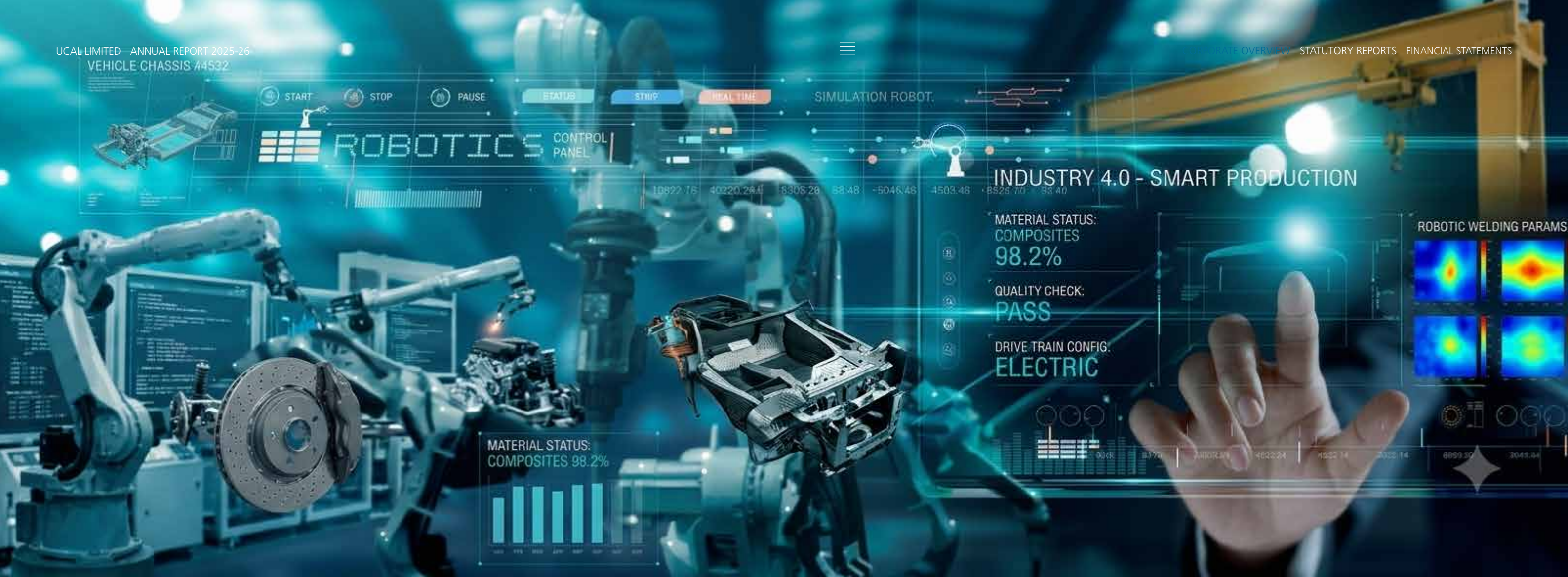
Tyre Pressure Monitoring Systems (TPMS)
Blind Spot Detection Systems
Fuel Level Sensors (Inductive)
CAN Control Modules
Radar Obstacle Sensing Systems

Utility Applications

Marine Fuel Pumps
Products for Gensets, Lawn Mowers
and Hybrid Applications

A robust innovation pipeline with a diversified mix of new products - UCAL is well positioned to capitalise on the evolving mobility landscape and drive its next phase of resilient, technology-led growth





MANUFACTURING EXCELLENCE

Building future-ready capabilities

UCAL's manufacturing capabilities are founded on globally benchmarked processes and a culture of continuous improvement that enables the Company to consistently deliver products that meet the highest standards of quality, safety, efficiency, and sustainability.

Guided by Industry 4.0 principles, UCAL continues to strengthen its manufacturing ecosystem through digital transformation, automation and intelligent quality systems - building smarter, more agile and future-ready operations.



Carburettor - Precision Jet Machining Line at MM-1 Plant

Manufacturing Excellence

UCAL has built a legacy of trust through engineering excellence, manufacturing precision, and unwavering customer commitment. With world-class manufacturing facilities and R&D Centres, the Company serves leading global OEMs and Auto Majors across both automotive and non-automotive sectors.

Built on Quality - Driven by Excellence.

For four decades, UCAL has engineered trust through precision and reliability. Today, as mobility and industries transform, we are building on that foundation to become a global engineering and mechatronics solutions partner.

UCAL's fully integrated manufacturing spectrum spans product engineering, process planning, tool and die development, precision manufacturing, testing, and quality validation - enabling consistent delivery of high-precision, high-performance systems and solutions that meet the most demanding global specifications.

Our sustainability-centred, lean manufacturing system is focused on optimising operational efficiencies while reducing environmental impact through responsible practices such as resource management, water conservation, waste reduction, material efficiency, recycling and circular operations.

Keeping pace with the dynamically changing mobility industry, the Company is enhancing productivity, building flexibility and supply chain resilience while reinforcing manufacturing competitiveness and long-term value for customer.

Key enablers include:

- Lean Manufacturing, TPM, SMED and 5S practices driving operational excellence.

- Stringent quality systems aligned with global fuel efficiency, emission, safety and sustainability standards.
- Continuous improvement culture ensuring compliance with evolving customer and regulatory requirements.

Future-Ready Manufacturing Capabilities

Aligned with Industry 4.0 guidelines, UCAL continues to strengthen its manufacturing ecosystem through digital transformation, automation and intelligent quality systems for building smarter, more agile and future-ready operations.

During the year, the Company successfully commissioned and stabilised multiple strategic manufacturing lines across its plants to address burgeoning market demands and evolving customer requirements.

New Manufacturing Facilities

- Established Throttle Body manufacturing lines at MM- 2 Plant for the two-wheeler and scooters segment for a leading Auto Manufacturer.
- Successfully launched Throttle Body production lines at Bawal Plant with robotisation and AI-based quality controls for the two-wheeler and motorcycle aftermarket segment, expanding the Company's

portfolio with a major global OEM and key strategic customer.

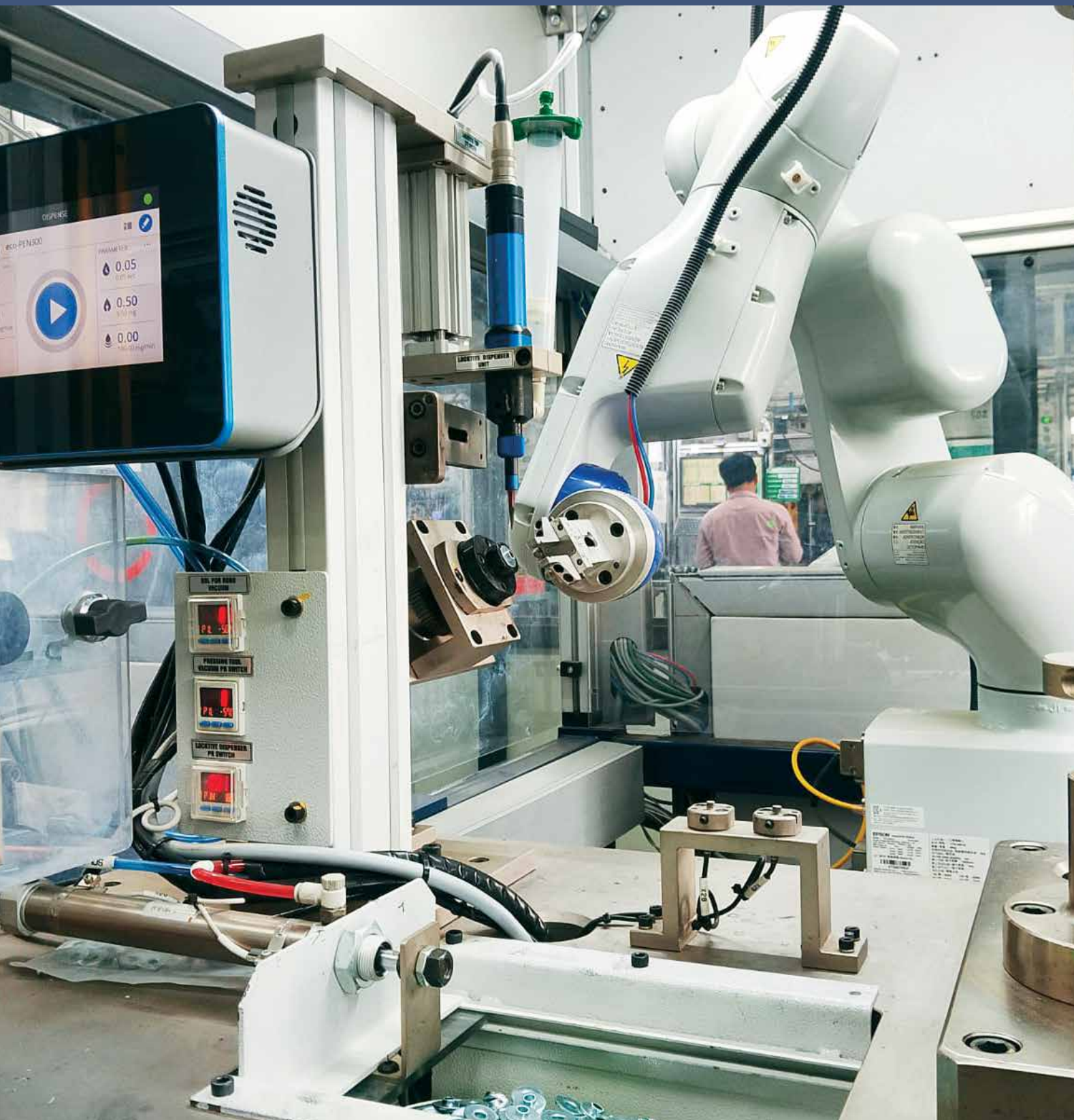
- Successfully launched a new manufacturing line for 13 different models of water outlets for Heavy Vehicles for the global aftermarket, reinforcing UCAL's capabilities in precision-engineered, thermal management components.
- Established E-Purge Manufacturing Line at MM 1 Plant for the 2-Wheeler segment with a successful First-Time-Right project implementation
- Commissioned the Crankcase manufacturing lines for 2-Wheeler & 3-Wheelers at Bawal Plant for the export aftermarket

Product Implementation

The significant rise in demand of a wide array of new products both in the domestic and overseas markets was seamlessly addressed by optimising efficiencies, establishing new production lines and implementing First-Time-Right projects with Zero PPM - reinforcing UCAL's operational excellence and manufacturing competitiveness.

Process Excellence

The Company expanded the automation and robotisation of processes across its plants to optimise efficiencies,



The robot in action at the Throttle Body Manufacturing Line at Bawal Plant

enhance productivity, ensure zero-defect products and build supply chain resilience.

Automation Initiatives

- Commissioned robotic automation for Throttle Body manufacturing
- Implemented advanced servo-controlled assembly systems with load graph monitoring for improved precision, energy efficiency and real-time process validation

Digital Transformation and Process Automation

Design optimisation, automated inspection and AI-enabled quality verification, with end-to-end product traceability enabled the Company to achieve 'Zero-Defect' performance in key product segments.

Key initiatives include:

- IoT-enabled automation and digitally integrated manufacturing for greater precision and productivity.
- Zero-defect manufacturing and Just-in-Time delivery systems that enhance customer responsiveness.
- Backward-integrated manufacturing processes that strengthen quality assurance, improve cost competitiveness and reinforce supply chain resilience.
- Online Statistical Process Control (SPC) across all new projects.
- Digitalised the New Product Development workflow and approval process.
- Deployed AI-enabled calibration, memory lock verification and vision inspection systems for Throttle Body and Intake Throttle Valve assembly lines.
- Implemented digital performance test monitoring and operator biometric traceability for critical quality processes.

Engineering & Quality Improvements

Focused engineering interventions and process optimisation delivered measurable improvements in product quality, performance and customer satisfaction in Vacuum Pumps, Oil Pumps and Intake Throttle Valves.

Export Strength

UCAL's export performance highlights the Company's strengthening integration into global automotive supply chains, supported by cost competitiveness, superior product quality, and compliance with international regulatory and sustainability standards.

Awards and Recognition

UCAL's culture of customer-centricity, quality and manufacturing excellence continued to earn industry-wide recognition through prestigious customer awards:

- Achieved Platinum Award in Quality and Delivery Performance consistently for 12 consecutive months from a leading Auto Manufacturer, demonstrating sustained excellence in customer satisfaction, operational efficiency, and delivery reliability.
- Maintained 100% Supplier Performance Rating from a leading 4-wheeler Major, continuously for one year, ensuring compliance with stringent quality, delivery, and service requirements.
- Received the Best Supplier Performance Award from the Spares Division of a leading 2-Wheeler manufacturer in recognition of outstanding quality, delivery performance, and customer support.
- Successfully sustained Zero PPM Quality Performance for a leading global 4-wheeler manufacturer throughout the year, reflecting robust quality control systems and defect prevention processes.

Outlook

UCAL has drawn up strategic plans to expand the automation and robotisation of processes across its manufacturing plants to further strengthen its future-ready capabilities.

As markets evolve and technologies advance, UCAL's robust manufacturing system continues to demonstrate the resilience to adapt and the capability to emerge stronger-positioning the Company for sustained growth and renewed momentum.

MANUFACTURING SERVICES

Precision Engineering Capability

Global Casting & Machining Opportunities

The global die casting and precision machining industry continued its growth trajectory during FY 2025–26, driven by increasing demand for lightweight, high-strength and precision-engineered components across automotive, mobility and industrial applications.

The transition towards cleaner, more efficient and technology-driven mobility solutions has accelerated the adoption of advanced aluminium casting, precision machining and automated manufacturing processes.

OEMs worldwide are increasingly focusing on vehicle lightweighting, component integration, manufacturing efficiency and localisation of critical supply chains. This has created significant opportunities for manufacturers with end-to-end capabilities spanning casting, machining, automation and value engineering.

The long-term growth outlook remains robust, supported by expanding demand across internal combustion engine (ICE), hybrid and electric vehicle platforms. Key growth areas include lightweight structural components, battery enclosures, transmission systems, e-axle components, powertrain parts and other precision-engineered assemblies. Companies with integrated manufacturing capabilities and strong engineering expertise are well positioned to partner with global OEMs in this evolving mobility landscape.

UCAL Advantage: Integrated Capability

Building on its strong engineering heritage, UCAL has strengthened its position in the casting, precision machining and Built-to-Print segments through its

backward-integrated manufacturing capabilities across its plants. The Company's integrated ecosystem encompassing high-pressure die casting, precision machining, process engineering, automation and quality systems, enables the development and manufacture of mission-critical components for leading domestic and global OEMs.

Precision Die Casting & Machining

UCAL further strengthened its Built-to-Print business by securing new precision machining and die-casting programmes, including crankcase components for three-wheeler applications, reinforcing its position as a trusted manufacturing partner for global OEMs.

UCALs Global Competitiveness

Aligned with its strategic focus on repositioning existing capabilities and developing new products for export markets, UCAL has expanded its presence in the high-growth casting and machining segment.

The Company's ability to deliver complex, high-precision components with consistent quality, reliability and cost competitiveness has enabled deeper customer engagement and supported a significant increase in revenue contribution from these segments during the year.

Outlook

As the mobility industry undergoes a transformation, UCAL's engineering capabilities and advanced manufacturing solutions position it as a globally trusted technology and manufacturing partner for Automotive Manufacturers and OEMs worldwide.

EXPANDING HORIZONS CREATING VALUE



The rapidly evolving mobility landscape is creating new opportunities for technology-driven manufacturers who can combine engineering expertise, product innovation and market responsiveness.

Leveraging its strong domain knowledge and customer-centric approach, UCAL continued to expand its portfolio of value-led mobility solutions, addressing emerging market segments and strengthening its presence across domestic and global markets.

Resilience in Markets Resurgence in Growth

Aligned with the changing needs of the automotive industry, UCAL accelerated its transition from a legacy product portfolio towards advanced fuel management, mechatronics, electronics and precision-engineered solutions.

Expansion across Vehicle Spectrum

The Company expanded its product portfolio across the entire automotive-spectrum of two and three-wheelers, passenger vehicles, heavy commercial vehicles, electric and hybrid vehicles of different models designed both for the domestic and export markets.

Mechanical and Electronic Throttle Body Assemblies, Electronic Fuel Injection (EFI) components, Fuel Rail Assemblies, E-Oil, E-Vacuum and E-Coolant Pumps for passenger vehicles, E-Purge solutions for two-wheelers, Crankcases for 2W and 3W applications, Engine and Electronic Control Units (ECUs), Intake Throttle Valves, HC Dosers for commercial vehicle applications, Smart Intake Throttle Valves and Water Outlets for the passenger car segment. .

India is accelerating the transition to green mobility and green energy with supportive government programmes such as the PM e-Drive Scheme and PM e-Bus Sewa Scheme, in addition to the impetus for electronics and battery manufacturing outlined in the budget for

FY 2026-27. To leverage the potential in this rapidly growing EV transport ecosystem in the country, UCAL has expanded its product portfolio with a slew of new, value-led, and differentiated products in FY 2025-26.

Complementing these solutions is UCAL's growing portfolio of automotive electronic products, along with high-pressure die-cast and precision-machined components serving global automotive and industrial customers.

Transforming the Portfolio - Accelerating Growth

Despite a challenging operating environment and the phase-out of legacy products such as e-Carb and EASV, UCAL maintained a strong growth trajectory, recording a 11% increase in overall sales compared to the previous year.

The Company's strategic focus on new product development delivered significant results, with revenue from new products increasing by 150% during the year. Mechanical Throttle Body Assemblies, Crankcases and Oil Pumps for four-wheelers emerged as key growth drivers.

The Aftermarket business delivered robust growth of 32%, while the OES (Spares) and OE segments recorded growth of 21% and 19%, respectively. A strong order pipeline across new products provides a solid foundation for continued growth in the near future.

Expanding Partnerships - Strengthening Global Reach

During the year, UCAL strengthened its customer ecosystem by adding four leading OEMs and global manufacturers to its customer portfolio. The Company continued to expand its domestic and international channel presence through strategic distributor partnerships and collaborations with OES suppliers.

Expanding Strength in Non Automotive Segment

Leveraging its domain expertise in carburettors and core products, UCAL expanded its global footprint to address the growing demand in the high potential, non-automotive segment and adjacencies, such as gensets, lawn mowers, marine and off-road applications.



150%
Revenue growth
from New Products

32%
Aftermarket
growth

21%
Growth from
OE (Spares)

19%
Growth from
OE Products

Consolidating Presence in Manufacturing Services & Built-to-Print Segment

UCAL's precision and adaptive engineering capabilities coupled with its advanced, integrated, casting and machining facilities have enabled the Company's Manufacturing Services and the Built-to-Print verticals emerge as potential growth drivers with an expanding roster of global OEMs.

Participation in leading global automotive exhibitions and technology platforms provided UCAL with opportunities to showcase its engineering capabilities, product innovations and manufacturing expertise while enhancing brand visibility among global mobility players.

Positioned for the Future of Mobility

India's transition towards sustainable mobility and clean energy is creating significant opportunities across electric vehicles, electronics and advanced manufacturing. In alignment with emerging opportunities, UCAL continued to invest in differentiated, value-driven products and technologies aligned with future mobility requirements.

Combining its legacy strengths in precision engineering with growing capabilities in electronics, mechatronics and intelligent mobility solutions, UCAL is well positioned to participate in the next phase of resurgent growth.

HUMAN CAPITAL

Resilience Powered by People

The resilience of an organization is built on the resilience of its people. At UCAL, people are considered the Company’s greatest asset and the prime drivers of its transformation journey.

Recognising the value of its human capital, the Company continues to invest in building a future-ready workforce with the capabilities, passion and resilience required to navigate the rapidly evolving dynamics of a global business environment.

Team at Corporate Office - Chennai



Team at MM- 2 Plant



Resilience Powered by People

FY 2025-26 UCAL continued to strengthen its human capital by investing in people engagement, talent development, employee wellbeing and a culture of continuous improvement

As the Company advanced on its journey of resurgence, these initiatives enhanced organizational agility, reinforced collaboration and laid the foundation for a digitally enabled, high-performance people ecosystem that will support the Company’s next phase of growth.

Building Tomorrow’s Talent
Empowering People. Accelerating Performance.

In an environment determined by rapid technological advancement and evolving business requirements, UCAL recognises that developing people capabilities is fundamental to long-term competitiveness.

UCAL strengthened its capability building ecosystem to create a competent and future-ready people base, aligning individual aspirations with organisational goals, and enhancing productivity, innovation and employee engagement.

Targeted learning interventions, skill-building workshops and functional training programmes were conducted across locations to enhance technical expertise, behavioural capabilities and leadership readiness.

Investing in young talent remained a strategic priority during the year. UCAL expanded its on-boarding programme for Graduate Engineering Trainees across functions through partnerships with leading Universities and reputed Engineering Institutions, creating a strong pipeline of future-ready professionals..

Culture of Collaboration and Continuous Improvement

The Company believes that a strong employee experience and a culture of engagement are critical enablers of sustained business performance.

The transformational journey initiated in FY 2022–23 has significantly strengthened employee engagement and fostered a collaborative team culture across UCAL. Greater alignment between teams, enhanced communication and a shared commitment towards continuous improvement have contributed to greater efficiency, innovation and productivity.

Kaizen Culture

Continuous improvement remains embedded in UCAL’s operating philosophy. The Company’s strong focus on Kaizen continues to encourage employees at all levels to identify improvement opportunities, challenge existing practices and contribute towards operational excellence. The most impactful Kaizens across plants are recognized and rewarded, reinforcing a participative culture of innovation and accountability.

Strengthening Connections Across the Organization

To strengthen transparency and goal-alignment, multi-level review and communication forums led by senior management across locations and functions have enabled greater collaboration, accountability and shared ownership of business objectives.

As part of its ongoing efforts to enhance employee connect, UCAL transformed its quarterly Newsletter to a monthly online company-wide communication platform. Sharing business performance, milestones and organizational priorities, in addition to celebrating employee achievements and success stories across locations, the newsletter has reinforced a culture of openness, collaboration and shared purpose, while creating a stronger sense of belonging across the organization.



Team at SEZ Plant - Mahindra City

Fostering Well-being and Safety

Providing a safe, caring, healthy and people-centric workplace remained a core organizational priority.

Recognising the importance of wellness in building resilient teams, UCAL introduced holistic wellness programmes for employees. In line with this, the Company conducted comprehensive health check-ups, including personalised counselling programmes focused on building emotional intelligence, reducing workplace stress and creating a supportive work environment.

Safety Always

UCAL’s safety culture is driven by a strict adherence to safety protocols and awareness training for employees, with mock drills, life-saving skill development sessions and regular safety communication forums to reinforce safe practices and create a zero-harm workplace.

Steering Ahead

As UCAL continues its transformational journey of becoming a globally recognised engineering company, and a solutions partner to major industries, our people strategy will remain focused on developing future-ready capabilities and strengthening organizational effectiveness.

By nurturing talent, embracing digital transformation and fostering a culture of continuous learning, UCAL is building an agile, resilient and high-performing work-force that will drive sustainable growth and long-term value creation.



Team at MM- 1 Plant



Team at Bawal Plant

GROWTH STRATEGY

Building the Next Phase of Resilient and Sustainable Growth

Built on decades of engineering excellence, powered by innovation and guided by strategic intent, UCAL is preparing for its next chapter of resilient and sustainable growth.

The journey will be disciplined and phased - strengthening existing businesses, validating new opportunities, scaling successful models and expanding globally with a strong capability foundation.

Growth Strategy

Building the Next Phase of Resilient and Sustainable Growth

The global manufacturing landscape is undergoing a structural transformation. As companies seek resilient, diversified and reliable supply chains, India is emerging as a preferred destination for advanced manufacturing -recognised not merely for cost competitiveness, but for engineering capability, quality excellence and scale.

For UCAL, this global shift coincides with a defining phase in its own transformation journey. Built over four decades and more on deep expertise in fuel management, precision engineering and automotive systems, UCAL's established businesses continue to provide a strong foundation. However, evolving emission regulations, electrification and changing mobility architectures are reshaping the future of the automotive industry.

The opportunity ahead lies not in replacing the past, but in building upon it. UCAL's growth strategy is designed around a balanced approach - leveraging the strength of its core businesses while accelerating the transition towards mechatronics, intelligent systems, adjacent industries and global manufacturing opportunities.

The strategy is anchored on five interconnected growth pillars.

1. Two-Track Growth Strategy

Strengthening the Core - Building the Future.

UCAL's established businesses remain a critical foundation for sustainable growth. Products such as carburettors, fuel management systems, oil pumps and vacuum pumps continue to generate strong customer relationships, market presence and operational expertise. The first track focuses on maximising the potential of the existing portfolio through deeper customer engagement, operational excellence, cost competitiveness and expanded market opportunities.

The second track is focused on creating future-ready capabilities in areas such as sensors, actuators, controllers, electric pumps and intelligent electronic systems - enabling UCAL to participate in the rapidly evolving mechatronics ecosystem.

By simultaneously strengthening today's businesses and investing in tomorrow's technologies, UCAL is building a resilient growth model that combines stability with transformation.

2. Moving Up the Value Chain

From Components to Integrated Systems

The future of mobility will be shaped by companies that can integrate mechanical engineering with electronics, software and system-level expertise.

UCAL's strategic direction is to progressively evolve from component manufacturing towards higher-value integrated solutions, moving from: Mechanical Components — Mechatronic Products — Modules — Subsystems — Complete System Solutions

This transition enables UCAL to create deeper customer partnerships, enhance technology ownership and participate in larger value pools.

The focus is on developing capabilities where UCAL can build competitive advantage through own engineering strengths, while accelerating progress through strategic technology partnerships, collaborations and licensing arrangements wherever required.

The objective is clear - to emerge as a trusted mechatronics solutions partner for the mobility industry

3. Expanding Beyond Automotive

Leveraging Engineering Strengths Across New Frontiers

UCAL's precision engineering capabilities, manufacturing discipline and process excellence create opportunities beyond traditional automotive markets.

The Company has already initiated its expansion into defence and aerospace, demonstrating the transferability of its capabilities into demanding, high-precision applications.

Going forward, UCAL will selectively pursue adjacent industries where it possesses a clear right to win - including generator and off-road equipment, followed by marine, industrial and energy applications.

The approach is focused diversification — entering markets where UCAL's manufacturing expertise, quality systems and engineering capabilities create sustainable competitive advantage.

4. Building the UCAL Industrial Alliance

Expanding the Aftermarket Ecosystem

The aftermarket represents a significant opportunity to strengthen brand presence and expand customer reach.



To accelerate portfolio expansion, UCAL is developing an Industrial Alliance model - a structured ecosystem of trusted manufacturing partners whose products can be brought to market under the UCAL brand, supported by the Company's quality standards, technical expertise and distribution capabilities.

This approach enables faster portfolio expansion while allowing UCAL to remain focused on its core manufacturing strengths and differentiated product capabilities.

The strategy combines the credibility of UCAL's engineering heritage with the agility of a broader product ecosystem.

5. Global Expansion

Taking Indian Engineering to Global Markets

The global reconfiguration of supply chains presents a significant opportunity for Indian manufacturers with proven engineering capabilities.

UCAL is positioned to leverage this shift by expanding its presence in Europe and North America - offering not only its own products, but also its manufacturing expertise, precision engineering capabilities and integrated production solutions.

With established capabilities across design, development, casting, machining, automation and quality systems, UCAL aims to become a preferred global manufacturing partner.

The Company's international growth strategy is built on a simple principle - taking proven capabilities to markets where they create maximum value.

A Unified Growth Architecture

Resilience Today. Resurgence Tomorrow.

These five strategic pillars are not independent initiatives; they represent an integrated growth architecture.

The core business provides the foundation and financial strength to invest in future capabilities. Technology advancement enables movement towards higher-value solutions. Diversification creates new avenues of growth. The Industrial Alliance expands market reach. Global expansion converts UCAL's capabilities into international opportunities.

The journey will be disciplined and phased - strengthening existing businesses, validating new opportunities, scaling successful models and expanding globally with a strong capability foundation.

UCAL's transformation is therefore not a shift away from its heritage, but an evolution of it.

Built on decades of engineering excellence, powered by innovation and guided by strategic intent, UCAL is preparing for its next chapter of resilient and sustainable growth.

ENGINEERING A GREENER TOMORROW

At UCAL, sustainability is not merely a commitment; it is a way of doing business. Embedded into the Company's long-term growth strategy, sustainability guides its approach towards responsible manufacturing, environmental stewardship and efficient utilisation of resources.



Engineering a Greener Tomorrow

In an era defined by climate transition, evolving stakeholder expectations and responsible growth, UCAL continues to strengthen its commitment towards building a resilient and sustainable enterprise

Our ESG journey reflects our endeavour to create long-term value by integrating environmental responsibility, social well-being and ethical governance into our business strategy.



Sustainability is embedded within UCAL's business strategy and manufacturing philosophy. The Company is committed to creating long-term value by balancing economic growth with environmental stewardship and responsible business practices.

Through investments in renewable energy, resource efficiency, circular manufacturing practices and responsible governance, UCAL continues to strengthen the sustainability of its operations while supporting the transition towards a greener tomorrow.

Aligned with India's evolving sustainability landscape, UCAL continues to enhance its ESG measurement, and monitoring practices. The Company is progressively strengthening its systems for data-driven sustainability management, climate risk assessment and transparent reporting aligned with global best practices.

This initiative marks a significant step towards establishing a robust climate action framework, enhancing the ability to identify emission reduction opportunities, improve resource efficiency and strengthen UCAL's contribution towards a low-carbon future.

Environmental Stewardship | Advancing Towards a Low-Carbon Future

As part of our sustainability resurgence, we accelerated initiatives to measure, manage and reduce our environmental footprint.

FY 2025-26- Highlights

Renewable Energy Transition | Accelerating Our Green Energy Journey

As part of its commitment towards reducing carbon intensity and strengthening energy resilience, UCAL continues to expand its renewable energy adoption.

During the year, the Company enhanced renewable energy consumption across facilities with 3 major manufacturing plants operating at 100% renewable energy with further plans charted out to convert the other facilities to renewable energy as well. This will significantly advance the Company's journey towards sustainable energy management.



Environment Day at Bawal Plant

UCAL achieved a significant milestone by reducing carbon footprint by approximately 31% across locations, substantially surpassing the annual reduction target of 12%. This achievement reflects the collective efforts towards energy conservation, renewable energy adoption, process optimisation and sustainable resource management across the organisation.

The Company further strengthened its greenhouse gas monitoring framework by successfully completing the ISO 14064-3 third-party verification for emissions reporting, including consolidation of Scope 1 and Scope 2 emissions data. These initiatives reinforce UCAL's commitment towards measurement-driven sustainability and transparent environmental performance.

Sustainable Manufacturing | Efficiency Through Responsible Operations

Building resilience through responsible manufacturing remained a strategic priority.

At UCAL, sustainability is embedded across our manufacturing ecosystem. Our advanced manufacturing practices focus on optimising operational efficiencies while reducing environmental impact through responsible resource management.

Initiatives encompassing energy optimisation, water conservation, waste reduction, material efficiency, recycling and circular manufacturing practices continue to strengthen our sustainability performance.

Robust internal controls, periodic audits and ethical business practices ensure transparency, accountability and compliance across operations. Our zero-tolerance approach towards corruption, unfair practices and unethical conduct remains central to maintaining stakeholder trust.

Innovating for a Cleaner Mobility Future

UCAL's product strategy continues to evolve in line with the global transition towards safer, cleaner and more efficient mobility solutions. Our automotive systems support global OEMs in improving fuel efficiency, emission reduction, vehicle safety and greenhouse gas performance.

Leveraging our expertise in mechatronics and precision engineering, we are expanding our portfolio towards emerging technologies including Electric Vehicle systems, electronic controls, energy-efficient components and alternate clean energy applications.

FY 2025-26 witnessed continued progress in designing and introducing environment-focused solutions across automotive and non-automotive segments, reinforcing our role as a technology partner in the transition towards sustainable engineering solutions.

Strengthening Value Chain Sustainability

Recognising that sustainable growth extends beyond organisational boundaries, UCAL is strengthening sustainability practices across its value chain.

The Company is progressing towards enhanced Scope 3 emissions monitoring by engaging suppliers, business partners and stakeholders in sustainability initiatives. This will enable greater visibility of value-chain emissions, promote responsible sourcing practices and support collective action towards climate resilience.

Supplier and contractor on-boarding continues to follow a structured evaluation framework covering quality, compliance, ethical practices and sustainability expectations, ensuring alignment with UCAL's responsible business principles.

Social Responsibility | Empowering People and Communities

UCAL's resurgence is driven by its people and strengthened through its commitment to inclusive growth. Employee health, safety and well-being remain fundamental priorities, supported through stringent safety practices, regular health assessments, medical support initiatives and continuous awareness programmes.

Beyond the workplace, UCAL continues to contribute towards community development and environment care initiatives as part of its ESG commitments.

Through these efforts, UCAL strives to create meaningful social impact and contribute to the progress of communities around its operating locations.

Governance Excellence | Building Trust Through Responsible Leadership

Strong governance remains the foundation of UCAL's sustainable growth journey. The Company continues to uphold the highest standards of integrity, transparency and accountability across all business activities.

A diverse and independent Board of Directors, supported by experienced professionals with wide-ranging industry expertise, provides strategic direction and effective oversight.

UCAL's Robust Governance Framework includes:

- Strong ethical business practices
- Transparent stakeholder communication
- Regulatory compliance mechanisms
- Enterprise-wide risk identification and mitigation systems

The Company's comprehensive Risk Management framework enables proactive identification of emerging business, operational, financial and sustainability-related risks, supporting informed decision-making and long-term resilience.

Building a Strong ESG Foundation

Recognising that sustainable growth requires strong governance and stakeholder alignment, UCAL continued to strengthen its ESG framework during the year.

A comprehensive Materiality Assessment Survey was conducted across all plants to understand stakeholder priorities and identify key sustainability focus areas. Based on stakeholder feedback and assessment outcomes, five material topics were identified:

Safe Workplace - Waste Management - Energy Management - Supply Chain Sustainability and Information Security

To drive structured implementation and accountability, UCAL established a Sustainability Board comprising members from the Senior Leadership Team, supported by dedicated ESG Management Teams across the Environmental, Social and Governance pillars.

A framework of ESG policies to guide future initiatives and strengthen sustainability practices across the organisation was also formulated.

Outlook | Sustaining the Momentum of Responsible Growth

As UCAL advances on its transformation journey, sustainability will remain a core pillar of its resurgence. The Company will continue to strengthen ESG integration across operations, products and partnerships, while aligning with evolving national and global sustainability expectations.

By combining innovation, responsible manufacturing, renewable energy adoption and strong governance UCAL is committed to building a future-ready enterprise that creates enduring value for customers, employees, communities and shareholders.

7 YEAR FINANCIAL HIGHLIGHTS

(₹ in Lakhs except EPS)

Particulars	2025-26	2024-25	2023-24	2022-23	2021-22	2020-21	2019-20
1. Revenue	64,664.34	58,279.83	48,248.34	58,429.11	54,393.51	49,263.43	50,967.70
2. Other Income (Including Services)	476.09	1,899.05	564.47	275.35	384.74	466.22	766.39
3. Total Income	65,140.44	60,178.88	48,812.81	58,704.46	54,778.25	49,729.64	51,734.09
4. Total Expenditure	59,273.88	52,683.02	43,538.12	53,775.29	49,792.85	43,874.12	43,964.26
5. Profit before Interest & Depreciation	5,866.56	7,495.87	5,274.69	4,929.17	4,985.40	5,855.52	7,769.83
6. Interest	2,113.39	2,253.61	1,752.54	1,811.80	1,927.90	2,356.18	2,185.44
7. Depreciation	2,344.12	2,227.28	1,822.78	1,826.84	2,212.37	2,108.15	2,051.98
8. Profit before Tax & exceptional items	1,409.04	3,014.98	1,699.36	1,290.53	845.12	1,391.20	3,532.41
9. Profit before Tax	(9,198.31)	3,014.98	1,699.36	1,290.53	845.12	1,391.20	(6,976.59)
10. Profit after Tax	(9,676.68)	2,260.38	115.96	859.01	793.50	3,532.92	(8,575.04)
11. Share Capital	2,211.36	2,211.36	2,211.36	2,211.36	2,211.36	2,211.36	2,211.36
12. Reserves & Surplus	25,755.23	35,283.44	33,206.85	33,557.34	33,083.76	32,767.34	29,162.13
13. Net Worth	27,966.59	37,494.80	35,418.21	35,768.70	35,295.12	34,978.70	31,373.49
14. Long Term loans from Banks / FI's	14,923.43	11,551.73	11,051.66	9,236.23	9,921.13	11,805.87	8,161.83
15. Fixed Assets	34,958.04	34,031.73	35,546.19	33,334.88	34,989.06	37,017.96	37,455.93
16. Dividend Rate (%)	-	-	-	20	20	20	-
17. Earnings per Share (₹)	(43.76)	10.22	0.52	3.88	3.59	15.98	(38.78)
18. Debt Equity Ratio	0.65:1	0.53:1	0.45:1	0.43:1	0.53:1	0.62:1	0.53:1

CORPORATE INFORMATION

Board of Directors

- Mr. Jayakar Krishnamurthy** (DIN: 00018987)
Chairman and Managing Director
- Mr. Ram Ramamurthy** (DIN: 06955444)
Whole-time Director
- Mr. Adithya Srivatsa Jayakar** (DIN: 08188358)
Deputy Managing Director and CEO
(CEO w.e.f 13th August 2026)
- Mr. S. Balasubramanian** (DIN: 02849971)
Non Executive Independent Director
- Mr. I.V.Rao** (DIN: 00329370)
Non Executive Independent Director
- Mr.R.Sundar** (DIN: 10831047)
Non Executive Independent Director
- Ms. Sandhya Shekhar** (DIN: 06986369)
Non Executive Independent Director
- Mr. Abhaya Shankar** (DIN: 00008378)
Non Executive Director

Committees of the Board

Audit Committee

- Mr. S. Balasubramanian** (DIN: 02849971)
Chairman - Independent Director
- Mr. I.V.Rao** (DIN: 00329370)
Member - Independent Director
- Mr.R.Sundar** (DIN: 10831047)
Member - Independent Director
- Mr. Jayakar Krishnamurthy** (DIN: 00018987)
Member - Managing Director

Stakeholders’ Relationship Committee

- Mr. R.Sundar** (DIN: 10831047)
Chairman - Independent Director
- Mr. Ram Ramamurthy** (DIN: 06955444)
Member - Whole Time Director
- Mr. Adithya Srivatsa Jayakar** (DIN:08188358)
Member - Deputy Managing Director
- Mr. Abhaya Shankar** (DIN: 00008378)
Member - Non Executive Director

Nomination & Remuneration Committee

- Mr. I.V.Rao** (DIN: 00329370)
Chairman - Independent Director
- Mr. S. Balasubramanian** (DIN: 02849971)
Member - Independent Director
- Ms. Sandhya Shekhar** (DIN: 06986369)
Member - Independent Director

Corporate Social Responsibility Committee

- Mr. S. Balasubramanian** (DIN: 02849971)
Chairman - Independent Director
- Mr. Jayakar Krishnamurthy** (DIN: 00018987)
Member - Managing Director
- Mr. Ram Ramamurthy** (DIN: 06955444)
Member - Whole Time Director

Mr.Adithya Srivatsa Jayakar (DIN:08188358)
Member - Deputy Managing Director

Chief Executive Officer

- Mr. Jaisankar T** *(up to 30.06.2026)*
- Mr. Adithya Srivatsa Jayakar** *(w.e.f 13.08.2026)*

Chief Financial Officer

- Mr. M. Manikandan**
- Company Secretary**
- Mr. S. Narayan**

Statutory Auditors

M/s. R. Subramanian and Company LLP,
Chartered Accountants,
FRN: 004137S/S200041
New No. 6, Old No. 36, Krishnaswamy Avenue,
Luz, Mylapore, Chennai- 600 004.

Secretarial Auditors

M/s. P. Muthukumaran and Associates
Practicing Company Secretaries
FCS No.11218, C.P.No.20333
Salmas SVP Arcade, No. 333/118, 3rd Floor,
Arcot Road, Kodambakkam, Chennai 600 024.

Cost Auditor

Mr. L. Thriyambak,
Cost Accountant
Membership No. 40720,
Sole Proprietor Reg. No. 000902
No.3, Socrates Street, Anna Nagar,
Chitlapakkam, Chennai-600 064

Internal Auditors

M/s. P. Chandrasekar, LLP
Chartered Accountants
18-A I Floor, Surya Apartments, 5 Balaiah Avenue,
Luz, Mylapore, Chennai-600 004

Bankers

Bank of Maharashtra
Axis Bank
Punjab National Bank

Registrar & Transfer Agent

Integrated Registry Management Services Pvt. Ltd.
Kences Towers, 2nd Floor, No. 1, Ramakrishna Street,
North Usman Road, T.Nagar, Chennai 600 017
Telephone: +91 44 28140801- 803
Fax : +91 44 28142479
E-Mail : einward@integratedindia.in
Website: www.integratedindia.in

Stock Exchanges

National Stock Exchange of India Limited
(Stock Code: UCAL)
BSE Limited (Stock Code: 500464)

Registered Office

11 B/2 (S.P) First Cross Road, Ambattur Industrial Estate,
Chennai 600058 Tel : 044- 66544719
E-mail : ufsl.ho@ucal.com;
website : www.ucal.com
CIN: L31900TN1985PLC012343

Plant Locations

Tamilnadu, Haryana



NOTICE TO MEMBERS

NOTICE is hereby given that the 40th Annual General Meeting (“AGM”) of **UCAL Limited** will be held on Tuesday, the 29th September 2026 at 4.00 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, 2026, 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, 2026 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, 2026, including the Audited Balance Sheet as at March 31, 2026, 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, 2026 including the Consolidated Audited Balance Sheet as at March 31, 2026, 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.ABHAYA SHANKAR (DIN:00008378), 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. Abhaya Shankar (DIN:00008378), 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 NON-INDEPENDENT DIRECTOR OF THE COMPANY FOR THE FINANCIAL YEAR 2027-28.**

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/- (₹2,00,000 p.m) to Mr. Abhaya Shankar (DIN:00008378), Non-Executive Non-Independent Director of the Company, for the Financial Year 2027-28, 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 2027-28.”

“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: 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 2027, 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

Place: Chennai

Date : 13th August 2026

Membership No. A15425

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 in continuation with the Circulars issued earlier in this regard has vide its General Circular No. 3/2025 dated 22nd September 2025 (“MCA Circulars”) has permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with these MCA Circulars, applicable provisions of the Act (including any statutory modifications or re-enactments thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the 40th AGM of the Company is being held through VC/ OAVM on Tuesday, the 29th September 2026 at 4.00 pm 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 No. 3 and Item No.4 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 or 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 investor@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 Chairpersons 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
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.

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.

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 2026	Date of declaration	Last date for claiming unpaid dividend	Due date for transfer to IEPF
2018-19	9.00	8,14,410	30.09.2019	05.11.2026	04.12.2026
2019-20			Not declared		
2020-21	2.00	2,58,731	30.09.2021	05.11.2028	04.12.2028
2021-22	2.00	2,60,001	29.08.2022	04.10.2029	03.11.2029
2022-23	2.00	1,91,867	29.09.2023	04.11.2030	03.12.2030
2023-24			Not declared		
2024-25			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 2017-18 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 29th September 2025 (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 (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 2025-26 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. 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 Friday, September 25, 2026 (9:00 hrs) and ends on Monday, September 28, 2026. (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 Tuesday, September 22, 2026 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.
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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., Tuesday, September 22, 2026 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. Tuesday, September 22, 2026 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.ucal.com.
- THE INSTRUCTIONS FOR REMOTE E-VOTING AND VOTING AT THE MEETING ARE AS UNDER:-
- The remote e-voting period begins on Friday, September 25, 2026 (09:00 A.M) and ends on Monday, September 28, 2026 (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. Tuesday, September 22, 2026, 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 Tuesday, September 22, 2026
- 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 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. | <div><div>1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 meetings & voting during the meeting.</div><div>2. 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 meetings & voting during the meeting.</div><div>3. 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</div></div> |
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Type of shareholders	Login Method
	4. 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. 5. 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 App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 evoting 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. 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. 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. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 meetings & 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.com or call at 022 - 4886 7000
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. 1800-21-09911

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 140964 then user ID is 140964 ***

5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can user 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.com 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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- 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.
- 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 meetings, you need to click on “VC/OAVM” link placed under “Join Meeting”.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 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.com. 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 : 022 - 4886 7000 or send a request to Ms.Pallavi Mhatre, Manager at evoting@nsdl.com
- 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 investor@ucal.com.
 - 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 investor@ucal.com. or to RTS's email 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 for Individual shareholders holding securities in demat mode](#).

- 3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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, 2026 (09:00 hrs) to September 24, 2026 (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 : 13th August 2026
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

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 NO. 3 AND 4 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 8th July 2026 has re-appointed Mr. Abhaya Shankar (DIN: 00008378) as Non-Executive and Non-Independent Director for a term of 2 years with effect from 13th November 2026 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 2027-28 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 2027-28 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 :

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 2026 the appointment of Mr. L Thriyambak, Cost Accountant Chennai, as the Cost Auditor to conduct the Cost Audit of the Company for the financial year 2026-27 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.4 of the Notice to ratify the remuneration for the Financial Year 2026-27.

The Board recommends the Ordinary Resolution set out at Item No.4 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.4 of the accompanying notice.

By Order of the Board
For UCAL LIMITED

S NARAYAN
COMPANY SECRETARY
Membership No. A15425

Place: Chennai
Date : 13th August 2026
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. Abhaya Shankar DIN: 00008378
Date of Birth	26.03.1956
Date of First Appointment	13.11.2024
Brief resume, Qualification and Experience	B.Tech. Mechanical from IIT Kanpur and MBA from IIM Kolkata. Mr.Abhaya Shankar has more than four decades 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. He has a highly successful track record in diverse industries & products, in India and internationally.
Nature of Expertise in specific functional areas	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. He is a Certified Marshall Goldsmith Leadership Coach.
Remuneration proposed to be paid	As mentioned in Item No.3 of this AGM 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
Pecuniary relationship and disclosure of relationships between directors inter-se	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
Number of board meetings attended during FY 2025-26	7 (Seven)
Shareholding including shareholding as a beneficial owner	Nil
Details of Directorship held in other Listed companies	1. Munjal Showa Limited 2. Kellton Tech Solutions Limited 3. SriHavisha Hospitality and Infrastructure Limited w.e.f 20.09.2025
Details of Listed entities from which the appointee has resigned in the past three years	Sri Havisha Hospitality and Infrastructure Limited on 28.06.2025
Details of membership / chairmanship of other Board committees	Details of Chairmanship 1. Sri Havisha Hospitality And Infrastructure Limited - Audit Committee - Chairman. 2. Aparna Enterprises Limited - Audit Committee and Nomination Remuneration Committee - Chairman. Details of Membership 1. Sri Havisha Hospitality And Infrastructure Limited - Nomination Remuneration Committee and Stakeholder Relationship Committee - Member. 2. Aparna Enterprises Limited - Corporate Social Responsibility Committee - Member. 3. Kellton Tech Solutions Limited - Nomination Remuneration Committee - Member



BOARD’S REPORT

To the Members,

The Directors present this 40th Annual Report along with the Audited Financial Statements of the Company for the financial year ended 31st March 2026.

1. FINANCIAL RESULTS

The Comparative results of Audited Standalone and Consolidated Financial Statements for the financial year ended 31st March 2026 and 31st March 2025 are as follows: (₹ In Lakhs)

Particulars	Standalone		Consolidated	
	Financial Year 31.03.2026	Financial Year 31.03.2025	Financial Year 31.03.2026	Financial Year 31.03.2025
Revenue from operations	64,664.34	58,279.83	83,782.06	80,229.47
Total Expenditure	59,273.88	52,683.01	78,733.31	76,252.44
Operating Income	5,390.46	5,596.82	5,048.75	3,977.03
Other Income	476.09	1,899.05	575.69	2,220.00
Profit before Interest, Depreciation, Tax and Exceptional items	5,866.56	7,495.87	5,624.44	6,197.03
Interest	2,113.39	2,253.61	3,035.32	2,949.60
Depreciation	2,344.12	2,227.28	3,665.72	4,091.18
Profit before Tax & Exceptional Items	1,409.04	3,014.98	(1,076.60)	(843.75)
Exceptional items	10,607.35	-	1,778.78	-
Profit/(Loss) before Tax	(9,198.31)	3,014.98	(2,855.38)	(843.75)
Tax Expense/(credit)	478.37	754.60	476.94	784.25
Profit/(Loss) after Tax	(9,676.68)	2,260.38	(3,332.32)	(1,628.00)
Balance of profit brought forward from last year	16,386.27	14,309.68	11,997.65	13,806.98
Amount available for appropriation	6,709.60	16,570.05	10,791.62	12,175.98
Appropriations				
Transfer to general reserves	-	-	-	-
Dividend paid during the year	-	-	-	-
Tax on dividend	-	-	-	-
Other comprehensive Income/(loss)	148.47	(183.78)	477.51	(18.64)
Balance Profit Carried to balance sheet	6,858.06	16,386.27	10,959.05	11,997.65

2. COMPANY’S PERFORMANCE

During the year, your Company’s total standalone revenue was ₹64,664.34 Lakhs as against ₹ 58,279.83 Lakhs in FY 2024-25 representing an increase of 10.95% over that of the previous year owing to increase in the customer requirements. The consolidated revenue of the Company has also witnessed increase from ₹ 80,229.47 Lakhs in FY 2024-25 to ₹ 83,782.06 Lakhs registering a growth of 4.43%. The PBDIT has declined from ₹ 7,495.87 Lakhs (FY 2024-25) to ₹ 5,866.56 Lakhs (FY 2025-26). The higher difference in PBDIT was on account of the fact that in FY 2024-25 the profit on sale of land had resulted in higher PBDIT and in

the current year FY 2025-26 there was surge in raw material cost and production overhead.

The Company has recorded a Profit before Tax (PBT) of ₹ 1,409.04 Lakhs before effecting exceptional item contributing 2.18% of the turnover of FY 2025-26.

During the financial year under review, the Company's controlling interest in its erstwhile wholly owned subsidiary, M/s. Ucal Holdings Inc., USA, was diluted from 100% to 10% pursuant to the issuance and allotment of 9,000 equity shares (Common Stock) by the subsidiary to a new investor on 15th March 2026 and consequently, the M/s. Ucal Holdings Inc. ceased to be a subsidiary of the Company with effect from 15th March 2026.

In order to recognise the impact of the dilution of controlling interest in the subsidiary in the financial statements of the Company under the provisions of Indian Accounting Standard (Ind AS) 110 - Consolidated Financial Statements, the assets and liabilities of the erstwhile subsidiary were derecognised, and the resultant loss of ₹10,368.27 lakhs was recognised as an Exceptional Item in the Statement of Profit and Loss. Further, the Company recognised the statutory financial impact arising on account of the implementation of the new Labour Code amounting to ₹239.08 lakhs, which was also recognised as an Exceptional Item.

The aforesaid exceptional items had a significant impact on the financial performance of the Company during the year, resulting in a Loss Before Tax of ₹9,198.31 lakhs and a Loss After Tax of ₹9,676.68 lakhs for FY 2025-26.

On a consolidated basis, the Company reported a net loss of ₹3,333 lakhs for FY 2025-26 as compared to a net loss of ₹1,628 lakhs for FY 2024-25. The increase in the consolidated loss was primarily attributable to higher operating expenses during the year and the exceptional loss recognised consequent upon the dilution of the Company's shareholding in erstwhile Subsidiary M/s.Ucal Holdings Inc., USA and the resulting loss of control over its erstwhile wholly owned subsidiary.

3. DIVIDEND

In order to preserve cash flow for meeting out future capex requirements for various projects to be undertaken by the Company, the Board of Directors has decided to retain the profits and hence no dividend was recommended by the Board of Directors for the financial year 2025-26.

4. TRANSFER TO GENERAL RESERVE

The Company retained the entire surplus in the Profit and Loss account and hence there has been no transfer to the general reserve of the Company for the financial year 2025-2026.

5. SHARE CAPITAL

The paid-up equity share capital of the Company as on 31st March 2026 stood at ₹22,11,36,250 consisting of 2,21,13,625 equity shares having face value of ₹10/- each fully paid up. There has been no change in capital structure of the Company.

6. MANAGEMENT DISCUSSION AND ANALYSIS

The main business of the Company is manufacturing automotive components / parts and pumps, emission control parts and various components for both ferrous and non-ferrous material and offers comprehensive electronic fuel injection management Systems for Automotive Sector. A detailed analysis on the performance of the automotive industry, Companies' performance, internal control systems, risk management are presented in the Management Discussion and Analysis Report forming part of this report and provided in **Annexure - I**

7. SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS

At the beginning of the financial year 2025-26, the Company had two wholly owned subsidiaries, namely Ucal Holdings Inc., USA and Ucal Polymer Industries Limited.

On 15 March 2026, Ucal Holdings Inc., USA issued and allotted 9,000 fresh equity shares (Common Stock) to a new investor, resulting in the dilution of the Company's shareholding from 100% to 10%. Consequently, the Company ceased to have a controlling interest in Ucal Holdings Inc., USA, and with effect from 15th March 2026, Ucal Holdings Inc., USA ceased to be a subsidiary of the Company.

Accordingly, Ucal Systems Inc. and Amtec Molded Products Inc., being the subsidiaries of Ucal Holdings Inc., USA, also ceased to be the step-down subsidiaries of the Company with effect from the same date.

The Company had also obtained shareholders approval for the dilution/reduction of stake in erstwhile subsidiary Ucal Holdings Inc., USA through postal ballot on 13th February 2026.

As on 31st March 2026, the Company had one wholly owned subsidiary, namely Ucal Polymer Industries Limited.

Pursuant to Section 129 (3) of the Companies Act, 2013 a statement containing the salient features of financial statements of the Company's subsidiary viz., Ucal Polymer Industries Limited (UPIL) in Form AOC- 1 is attached to the financial statements of the Company and is given in **Annexure - II**.

In terms of section 136 of the Companies Act, 2013 the Company has not attached the financial statements of the subsidiary company. However, the financial information of the subsidiary company

is disclosed in the annual report as Consolidated Financial Statements in accordance with the applicable Accounting Standards (Ind AS). The annual accounts, reports and other documents of the subsidiary company will be available for inspection during business hours, by any shareholder of the Company at the registered office of the Company and has placed separate audited financial statements of the subsidiary M/s.Ucal Polymer Industries Limited on its website www.ucal.com. The Company shall also provide a copy of the audited financial statement in respect of the subsidiary company upon request by any of its shareholders.

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The composition of the Board of Directors and its Committees, viz., Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee were constituted in accordance with Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), wherever applicable. The Corporate Governance Report annexed to this report as **Annexure-IX** contains an overview of the role, terms of reference, meetings and composition of the Board of Directors of the Company and its Committees.

During the year under review, there were no changes in the composition of the Board of Directors. However the following changes have taken place in the composition of Board of Directors with the approval of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 8th July 2026 and subsequent approval from the Shareholders through Postal Ballot on 13th August 2026.

- Re-appointment of Mr.Jayakar Krishnamurthy (DIN:00018987) as Managing Director (designated as Chairman and Managing Director) and his remuneration.
- Re-appointment of Mr.Ram Ramamurthy (DIN:06955444) as Whole Time Director and his remuneration
- Re-appointment of Mr.Ramachandran Sundar (DIN:10831047) for second term as an Independent Director
- Re-appointment of Mr.Abhaya Shankar (DIN:00008378) as Non-Executive Non-Independent Director

Mr. Jayakar Krishnamurthy, Managing Director, Mr.Adithya Srivatsa Jayakar, Deputy Managing Director, Mr. Ram Ramamurthy, Whole-time Director, Mr.Jaisankar T, Chief Executive Officer, Mr.M.Manikandan, Chief Financial Officer and Mr.S.Narayan, Company Secretary hold the office of Key Managerial Personnel of the Company as on 31st March 2026.

Mr.Jaisankar T, Chief Executive Officer has tendered his resignation from the post of Chief Executive Officer from the closure of business hours on 30th June 2026.

Mr.Adithya Srivatsa Jayakar was appointed as Chief Executive Officer with effect from 13th August 2026 in addition to his existing role as Deputy Managing Director of the Company.

The Information required pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors, Key Managerial Personnel and Employees are given in **Annexure-III** to this report. The information as per Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Report.

The Corporate Governance Report annexed to this report contains necessary disclosures regarding the Director(s) and the terms and conditions of appointment of Independent Directors have been disclosed on the website of the Company at <https://www.ucal.com/Investor/UCALIDAppointmentletter.pdf>. All the Directors have affirmed compliance with the Code of Conduct of the Company.

9. DECLARATION BY INDEPENDENT DIRECTORS

The Company has received the necessary declarations from each Independent Director in accordance with Section 149(7) of the Companies Act, 2013 confirming that he/she meets the criteria of independence as laid out in Section 149(6) of the Companies Act, 2013 and in accordance with Regulations 16(1) (b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there has been no change in the circumstances affecting their status as Independent Directors of the Company.

The Board of Directors at its first meeting of the financial year 2026-27 held on 27th May 2026 has taken on record the declarations and confirmations

submitted by the Independent Directors and other Directors in terms of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has also obtained a certificate from the Practicing Company Secretary that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority. There are no Alternate Directors being appointed on the Board of the Company.

10. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

As the Company is not falling under top one thousand listed entities based on market capitalization, the Business Responsibility and Sustainability Report is not mandatorily applicable.

11. NUMBER OF BOARD MEETINGS HELD DURING THE FINANCIAL YEAR

During the year under review, 7 (Seven) Board Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the meetings of the Board of Directors was within the time period prescribed under the Companies Act, 2013.

12. BOARD COMMITTEES

The primary committees of the Board are Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee. A detailed note on the committees along with the details of their meetings held during the year is provided under the Corporate Governance Report forming part of this Board's Report.

13. DETAILS OF RECOMMENDATIONS OF AUDIT COMMITTEE WHICH WERE NOT ACCEPTED BY THE BOARD ALONG WITH REASONS.

As per the circular dated 7th January 2026 issued by National Financial Reporting Authority (NFRA) to all the Listed Entities, the Board of Directors who are overall responsible for the governance of the company are considered to be "Those Charged With Governance" (TCWG). In terms of the said circular, the Board members formed a Nodal Committee through circular resolution on 25th March 2026 comprising of members from the Audit Committee

and Executive Directors viz., Mr. S. Balasubramanian, Independent Director and Audit Committee Chairman, Mr. R. Sundar, Independent Director and Audit Committee Member, Mr. Ram Ramamurthy, Whole Time Director and Mr. Adithya Srivatsa Jayakar, Deputy Managing Director to ensure effective two-way communication process between the Statutory Auditors and TCWG during the course of Audit engagement. The Nodal Committee has met with the Statutory Auditors on 18 May 2026 wherein the key audit issues for FY25-26 were being discussed with the Statutory Auditors and further taken on record by the TCWG in terms of the said Circular.

The Audit Committee generally makes certain recommendations to the Board of Directors of the Company during their meetings held to consider any financial results (Unaudited and Audited) and such other matters placed before the Audit Committee as per the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time. During the year, the Board of Directors has considered all the recommendations made by the Audit Committee and has accepted and carried out all the recommendations suggested by the Committee to its satisfaction. Hence there are no recommendations unaccepted by the Board of Directors of the Company during the year under review.

14. DETAILS OF POLICIES DEVELOPED BY THE COMPANY

14.1 Nomination and Remuneration policy

The Company has formulated a Nomination and Remuneration Policy in compliance with Section 178 of the Companies Act, 2013 read along with the applicable Rules thereto and Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. This policy is being governed by the Nomination and Remuneration Committee and the policy lays down the standards to be followed by the Nomination and Remuneration Committee for appointment, remuneration and evaluation of the Directors, Key Managerial Personnel and Senior Management of the Company. The key objectives of the Policy are:

- To formulate the criteria for determining qualifications, competencies, positive attributes

and independence for appointment of a Director (Executive / Non-Executive) and recommend to the Board of Directors of the Company (the "Board"), policies relating to the remuneration of the Directors, Key Managerial Personnel and other employees.

- To formulate criteria for evaluation of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.

To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage. The remuneration policy is designed keeping in mind various factors like financial position of the Company, trend in the industry, qualification and experience of the appointee, past performance and past remuneration of the appointee. The philosophy behind the remuneration policy is to attract and retain talented individuals and develop and motivate them to achieve the goals of the organisation. The remuneration to the Chairman and Managing Director, Deputy Managing Director and Whole-time Director shall be in accordance to the limits / percentage / conditions laid down in the Companies Act 2013. The remuneration to other employees will be such that it ensures a direct relationship to their performance. The remuneration policy is disclosed in the website of the Company at https://www.ucal.com/investor/UCAL_Nomination_Remuneration_Policy.pdf. The Salient features of the Nomination and Remuneration Policy is annexed herewith marked as **Annexure-IV** and forms part of this report.

14.2 Corporate Social Responsibility (CSR) Policy

Your Company recognizes that its business activities have wide impact on the societies in which it operates, and therefore an effective practice is required giving due consideration to the interests of its stakeholders including shareholders, customers, employees, suppliers, business partners, local communities and other organizations. Your Company endeavours to make CSR an important agenda and is committed to its stakeholders to conduct its business in an accountable

manner that creates a sustained positive impact on society. Your Company satisfying the threshold as stipulated under Section 135 of the Companies Act, 2013 has established the CSR Committee comprising of members of the Board and the Chairman of the Committee is an Independent Director. The said Committee has formulated and approved the CSR policy as per the approach and direction given by the Board pursuant to the recommendations made by the Committee. The CSR Policy of the Company focuses on constitution of CSR Committee, roles and responsibilities of CSR Committee, CSR activities to be undertaken and allocation of funds for carrying out such CSR activities, Implementation and monitoring the execution of CSR activities for the Company. The Policy applies to all CSR projects/programmes undertaken by the Company in India as per Schedule VII of the Companies Act, 2013. The Annual Report on CSR activities as required under the provisions of the Companies Act, 2013 is annexed herewith marked as **Annexure-V** and forms part of this report.

14.3 Whistle Blower Policy

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle-Blower) mechanism provides a channel to the Employees and Directors to report to the Management concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct or Policy. The mechanism provides for adequate safeguards against victimisation of employees and directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. With a view to establish a mechanism for protecting employees reporting unethical behaviour, frauds, or violation of the Company's Code of Conduct, misuse or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies etc., the Board has adopted a Whistle Blower Policy. The Policy also provides for access to the Chairman of the Audit Committee and no person has been denied access to the Audit Committee. The details are explained in the Corporate Governance Report and are also posted on the Company's

website at <https://www.ucal.com/Investor/UCAL Whistle Blower Policy.pdf>.

14.4 Risk Management Policy:

The Company has adopted an all-pervasive Risk Management Policy to ensure that effective risk management is in place to address the overall business risks and concerns. The Company has a risk management mechanism in place to manage uncertainties through risk identification, assessment of risk on the scale of probability and severity, risk management framework, risk matrix, risk score, the format of reporting of risk areas and mitigation plan to overcome the risks circulated to all the department heads. The Risk Management Policy is disclosed in the website of the Company at <https://www.ucal.com/investor/UCAL Risk Management Policy.pdf>.

14.5 Sexual Harassment Policy:

The Company has in place a policy for prevention of sexual harassment in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. An internal Complaints Committee has been set up at each plant to redress sexual harassment complaints. All employees (permanent, contractual, temporary, trainees) are covered under this policy. No complaints were received during the financial year 2025-26. The Sexual Harassment policy is disclosed in the website of the Company at <https://www.ucal.com/UCAL Sexual Harassment Policy.pdf>.

14.6 Prevention of Insider Trading

The Company has framed a code of conduct for prevention of insider trading based on Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. This code is applicable to all the Board members/ employees/officers/ designated persons of the Company. The code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the Designated Persons while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed. The code of conduct for prevention of insider trading is disclosed in the website of the Company <https://www.ucal.com/investor/UCAL Insider trading code.pdf>.

15. MEETING OF INDEPENDENT DIRECTORS

In terms of Regulation 25(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as stipulated in the code for Independent Directors under Schedule IV of the Companies Act, 2013 a separate meeting of Independent Directors was held on 12th February 2026 to review the performance of non-independent directors including Chairman and Managing Director and the Board as a whole. The Independent Directors also in the said meeting assessed and reviewed the quality, quantity and timeliness of the flow of information between the Management and the Board and its committees which is essential for effective discharge of their duties. All the Independent Directors attended the meeting.

16. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Every Independent Director is briefed about the history of the Company, its policies, customers, technological developments, Company's strategy, operations, product offerings, organisation structure, human resources, technologies, facilities and risk management. Factory visits are also arranged for the Directors who wish to familiarize themselves with the manufacturing processes and operations of the Company. The Independent Directors are briefed on their role, responsibilities, duties and are kept updated on the various regulatory and legislative changes that may occur from time to time affecting the operations of the Company. The Independent Directors are also briefed on the various policies of the Company like the code of conduct for directors and senior management personnel, policy on related party transactions, policy on material subsidiaries, whistle blower policy and CSR policy. The familiarization programme for the independent directors is disclosed in the website of the Company at <https://www.ucal.com/investor/UCAL Familiarization-session details 2025-26.pdf>.

17. BOARD EVALUATION

An annual evaluation of the performance of the individual Executive and Non-Executive Directors, Board as a whole, functioning of its committees, and the Chairman of the Board was carried out based on the criteria set by the Nomination and Remuneration Committee. A structured questionnaire was sent to all the Directors seeking qualitative inputs and detailed comments on various parameters as recommended by the Nomination and Remuneration Committee.

The methodology adopted by each Director who responded to the survey has graded their peers against each survey item from 1 to 3 with 1 marking they agree to the evaluation parameters set out and 2 marking they disagree to the evaluation parameters set out and 3 marking no opinion to the evaluation parameters set out. The grading done on the basis of a 3-points scale revealed more realistic data on measuring the effectiveness of the Board dynamics, Director's individual performance and contribution, flow of information, decision making of Directors and performance of Board and Committee as a whole. Board Diversity and skill set to review strategies, risk management dimensions and processes, flow of information, adequacy and timeliness of agenda materials, effectiveness of presentations and more importantly the processes of reviewing strategic matters, annual operating plan and strategic business plans were the key focus areas for evaluation of the Board and its Committee functioning. In terms of Section 134(3)(p) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board taking into consideration the positive feedback on the Board Evaluation Process Document from all the Directors, expressed their satisfaction on evaluation of the performance of each Director widely on the parameters in terms of their participation in the Board Meetings, timely guidance provided by them to the Management, criteria of independence met by them, effective deployment of their Knowledge and expertise, prudent business practices adopted by them towards governance of the operations of the Company, adherence to the highest standards of integrity and business ethics, exercising their responsibilities in a bonafide manner in the best interest of the Company and not allowing any extraneous consideration that shall impede their decision making authority in the best interest of the Company. During the evaluation process, the Director who is being evaluated did not participate. The Board also expressed their satisfaction on the evaluation of the functioning of the Board and Committee as a whole on the basis of proper combination of Directors having specialized knowledge, expertise and high caliber in driving the growth and business of the Company, high degree of professionalism maintained in conducting the Board and Committee process, presence of gender diversity and transparency while dealing with strategic matters and openness of the Board to accept suggestions from any member of the Board.

18. AUDIT COMMITTEE AND AUDITORS

18.1 Audit Committee

The Audit Committee conforms to the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The members of the Audit Committee as on date of this report are Mr.S.Balasubramanian, Independent Director, Mr.I.V.Rao, Independent Director, Mr.R.Sundar, Independent Director and Mr. Jayakar Krishnamurthy, Managing Director. Mr.S.Balasubramanian is the Chairman of the Audit committee. The committee met 5 (Five) times during the year. Detailed disclosure on the terms of reference and meetings are provided under the Corporate Governance Report forming part of this Board's Report.

18.2 Statutory Auditors

M/s R. Subramanian and Company, LLP, Chartered Accountants, Chennai (Registration Number: 004137S/ S200041) were appointed as statutory auditors of the Company as per the members' approval accorded in their 31st Annual General Meeting (AGM) held on 28th September 2017 to hold office till the conclusion of the 36th Annual General Meeting of the Company. At the Annual General Meeting held on 29th August 2022, the shareholders have approved the re-appointment of Statutory Auditors for a second term of five consecutive years commencing from 36th Annual General Meeting and to hold office upto the conclusion of the 41st Annual General Meeting of the Company to be held in the calendar year 2027.

The emphasis of matter specified in the Independent auditor's report on the Standalone Financial Statements has been explained in Note No.38 of the notes to accounts and on the Consolidated Financial statements has been explained in Note No.39 of the notes to accounts respectively. The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer which requires any explanation/comments by the Board. No fraud have been reported by the auditors under Section 143 (12) of the Companies Act, 2013 requiring disclosure in the Board's report.

18.3 Secretarial Auditor

Pursuant to the provision 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with the recommendation of Audit Committee and Board of Directors and based on the approval of Members at their meeting held on 29th September, 2025 M/s.P. Muthukumaran & Associates, Practising Company Secretaries, (Firm Regn No. P2024TN099300) (Peer Review Certificate No. 7833/2026) as Secretarial Auditors of the Company, for a period of 5 (Five) consecutive financial years, commencing from 2025-26 to 2029-30, to carry out Secretarial Audit.

The report of the secretarial auditor in Form MR-3 for the year ended March 31, 2026 is given in **Annexure-VI** and forms part of this report. The Secretarial Audit Report for the financial year 2025-26 does not contain any adverse remark, qualification or reservation or disclaimer which requires any explanation/comments by the Board.

18.4 Internal Auditors

M/s. P. Chandrasekar, LLP, Chartered Accountants, continue as internal auditors of the Company. Their scope of work is periodically reviewed and updated by the audit committee. It includes among other things a review of the operational efficiency, effectiveness of systems and controls in existence, review of the processes to safeguard the assets of the Company and assessing the strength of the internal control in all areas. The internal auditor's report is discussed with the concerned stakeholders and corrective remedial action is taken on a regular basis in consultation with the audit committee. The internal auditors were present at the audit committee meetings as and when required.

18.5 Cost Auditor

Pursuant to the provisions of clause (g) of sub-section (3) of Section 141 and sub section (3) of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, as amended, the Board of Directors in their meeting held on 13th August 2026 have appointed Mr.L.Thriyambak, Cost Accountant (Membership No. 40720) as Cost Auditor for the financial year 2026-2027 at ₹3,00,000/- per annum (Rupees Three Lakhs only) subject to the remuneration being ratified by the

shareholders at the ensuing Annual General Meeting to conduct the audit of the cost accounting records maintained by the Company relating to those products as mandated by the Companies Act, 2013 and The Companies (Cost records and audit) Rules, 2014 as amended. The Company has received consent from Mr.L.Thriyambak for appointment as Cost Auditor for the financial year 2026-2027. The Audit Committee had recommended his appointment and remuneration subject to the compliance of all the requirements as stipulated under the Act and circulars issued thereunder. As specified by the Central Government under Section 148(1) of the Companies Act, 2013, the cost records are required to be maintained by the Company and accordingly such accounts and records are made and maintained.

19. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 the Directors to the best of their knowledge and belief and according to information and explanation obtained by them confirm that,

- in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- they have selected such accounting policies and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 31st March 2026 and of the profit and loss of the Company for the year ended 31st March 2026.
- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- they have prepared the annual accounts on a "going concern" basis.
- they have laid down proper internal financial controls to be followed by the Company and such internal financial controls are adequate and are operating effectively.
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating efficiently.

20. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.

There are no proceedings pending under the Insolvency and Bankruptcy Code, 2016 during the year under review.

21. THE DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.

During the year under review the Company has not carried out any one-time settlement with the Bank or Financial Institutions in respect of any loans availed from them.

22. FINANCE

Your Company has banking arrangements with Bank of Maharashtra, Axis Bank and Punjab National Bank and availed various working capital facilities, which are provided in Note No.42 and 43 of Standalone/ Consolidated part of financials.

23. CAPITAL EXPENDITURE (CAPEX)

During the year, your Company has spent an amount of ₹33.97 Crore towards Capex. For the year 2026-27, the estimated Capex would be around ₹45 crores towards normal Capex.

24. LISTING OF EQUITY SHARES

Your Company's shares are listed with BSE Limited (BSE), Mumbai and National Stock Exchange of India Limited (NSE), Mumbai. Your Company has paid the Listing Fees for the financial year 2026-27.

25. OBLIGATION OF YOUR COMPANY UNDER THE SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In order to prevent sexual harassment of women at workplace, a legislation - The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 was notified on December 09, 2013. Under the said Act, every Company is required to set up an Internal Complaints Committee to look in to complaints relating to sexual harassment at workplace of any woman employee. All employees

(permanent, contractual, temporary trainees) are covered under this policy.

Your Company has adopted a policy for prevention of Sexual Harassment of Women at Workplace and constituted an Internal Complaints Committee (ICC) with Ms.Jency Selvam as one of its Members. During the year 2025-26, there were no complaints. Further adequate awareness programmes were also conducted for the employees of your Company.

Details of Complaints received and redressed during the Financial Year 2025-26:

- number of complaints of sexual harassment received in the year: None
- number of complaints disposed off during the year: None
- number of cases pending for more than ninety days: None

26. MATERNITY BENEFIT ACT 1961

The Company is fully compliant with the provisions of the Maternity Benefit Act, 1961 including all applicable amendments and rules made thereunder. The company upholds the rights and welfare of its women employees and ensures that all eligible employees are granted maternity leave and benefits as prescribed under the Act. Further that company provides a safe, inclusive and supportive work environment to women and has adopted appropriate policies to facilitate the same.

27. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company's CSR activities are in the field of education, sports, health, sanitation and preservation of culture and heritage. As per Section 135 of the Companies Act, 2013, the CSR Policy was formulated by the CSR Committee and thereafter approved by the Board. The CSR policy is displayed on the website of the Company https://www.ucal.com/Investor/UCAL_CSR_Policy.pdf. Mr.S.Balasubramanian is the Chairman of the Committee and Mr. Ram Ramamurthy, Mr. Jayakar Krishnamurthy, Mr.Adithya Srivatsa Jayakar are the members of the Committee. For the financial year 2025-26 the report on corporate social responsibility is given as **Annexure-V** and forms part of the Board's Report.

28. PUBLIC DEPOSITS

During the financial year 2025-26, the Company has not accepted any deposits from the public within the

meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules 2014 and hence the disclosure related to sub rule 5(v) of Rule 8 of Companies (Accounts) Rules 2014 does not arise. There is no outstanding amount on account of principal or interest on deposits from public as on date.

29. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3) (a) of the Act, the Annual Return as on March 31, 2026 is available on the Company's website at <https://www.ucal.com/Investor/Extract of Annual Return>.

30. INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

• **Transfer of Unclaimed Dividends to IEPF, during the year under review:**

Your Company transferred a sum of ₹ 8,09,170 during the financial year 2025-26 to the Investor

• **Year wise amount of Unpaid / Unclaimed Dividends lying in the Unpaid Account as on March 31, 2026**

Financial Year	Dividend per share	Unpaid/ Unclaimed dividend as on 31 st March 2026	Date of declaration	Last date for claiming unpaid dividend	Due date for transfer to IEPF
2018-19	9.00	8,14,410	30.09.2019	05.11.2026	04.12.2026
2019-20			Not declared		
2020-21	2.00	2,58,731	30.09.2021	05.11.2028	04.12.2028
2021-22	2.00	2,60,001	29.08.2022	04.10.2029	03.11.2029
2022-23	2.00	1,91,867	29.09.2023	04.11.2030	03.12.2030
2023-24			Not declared		
2024-25			Not declared		

• **Details of the Nodal Officer**

Name: Mr.S. Narayan
Designation: Company Secretary and Compliance Officer
Address: UCAL Limited
11 B/2.(S.P), First Cross Road, Ambattur Industrial Estate, Chennai 600058
Telephone: 044-66544719
E-Mail ID: investor@ucal.com

31. DISCLOSURE UNDER SCHEDULE V (F) OF THE SEBI (LODR) REGULATIONS, 2015

Your Company does not have any Unclaimed Shares issued in physical form pursuant to Public Issue/Rights Issue.

Education and Protection Fund established by the Central Government, in compliance with Sections 123 to 125 of the Companies Act, 2013. The said amount represents the unclaimed dividends for the year ended March 31, 2018, which were lying unclaimed with your Company for a period of seven years from the due date of payment.

• **Transfer of Shares to the Demat Account of the IEPF Authority:**

In accordance with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, your Company transferred 14,655 Equity Shares of ₹ 10 each fully paid-up, in respect of which the dividends relating to the year 2017-18, remained unclaimed / unpaid for a period of seven consecutive years or more, to the Demat Account of the IEPF Authority held with NSDL on November 26, 2025.

32. INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company has an efficient internal control system commensurate with its size and nature of business to safeguard the assets of the Company and to ensure effective utilisation of resources. These controls ensure that transactions are completed on time and in an accurate manner and by following proper procedures and systems. The Company has external teams carrying out audit to strengthen the internal audit and risk management functions. The internal auditors cover a wide area of operations and this is being continuously reviewed by the Audit Committee. Internal audit is conducted on a quarterly basis by a team of internal auditors and the reports together with the action taken reports are reviewed by the Audit Committee periodically. The Board and Audit Committee ensure that the internal financial

control system operates effectively and they regularly review the effectiveness of internal control system in order to ensure due and proper implementation and due compliance with applicable laws, accounting standards and regulatory norms. A system of management controls is also in place to ensure higher levels of efficiency and to keep the organisation competitive. All the critical functions of the Company i.e., Sourcing and Procurement, Manufacturing, Costing, Finance, Dispatch and Sales are handled through Oracle fusion system which is well-integrated. Checks and controls have been built into the system to handle the transactions. Existing internal controls provide adequate assurance to the management for all the transactions covering operations, inventory, fixed assets, financial records and compliance to statutory requirements. The systems and controls are reviewed periodically to ensure their effectiveness. The Board has adopted various policies like Material Subsidiary Policy, Whistle Blower Policy and Related Party Transactions Policy to safeguard the assets of the Company, to ensure timely information and to prevent and detect frauds and errors.

33. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE, EARNINGS AND OUTGO

Information required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules 2014, on energy conservation, technology absorption, foreign exchange earnings and outgo is given in **Annexure VII**.

34. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Particulars of loans and advances given, guarantees given, securities provided and investments made are provided in the Note No. 3, 4 and 11 of the notes to accounts of the Standalone Financial Statements.

35. MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments which affect the financial position of the Company which have occurred between the end of the financial year i.e., 31.03.2026 to which the financial statements relate until the date of this report.

36. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company has framed a Related Party Transaction Policy in compliance with Section 177 of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, in order to ensure proper reporting and approval of transactions with related parties. The Policy is available on the website of the Company https://www.ucal.com/Investor/UCAL_Related_Party_Transactions_Policy.pdf. The material transactions entered by the Company with any related party during the financial year 2025-2026 did not have any potential conflict with the interest of Company at large as per Section 188 of Companies Act, 2013. All transactions entered into with related parties were at an arm's length basis and in the ordinary course of business. Form AOC-2 as required under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules 2014, is given in **Annexure-VIII** and forms part of this report.

37. CHANGE IN NATURE OF BUSINESS

There was no change in the nature of business of the Company during the year under review.

38. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY

During the year 2025-2026 no significant and material orders were passed by the courts, regulators or tribunals affecting the going concern status of the Company and its future operations.

39. NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE COMPANY'S SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

On 15th March 2026, Ucal Holdings Inc., USA issued and allotted 9,000 fresh equity shares (Common Stock) to a new investor, resulting in the dilution of the Company's shareholding from 100% to 10%. Consequently, the Company ceased to have a controlling interest in Ucal Holdings Inc., USA, and with effect from 15th March 2026, Ucal Holdings Inc., USA ceased to be a subsidiary of the Company.

Accordingly, Ucal Systems Inc. and Amtec Molded Products Inc., being the subsidiaries of Ucal Holdings

Inc., USA, also ceased to be the step-down subsidiaries of the Company with effect from the same date.

40. INDUSTRIAL RELATIONS / MATERIAL DEVELOPMENTS IN HUMAN RESOURCES

Company's Human Resource function is aligned with the Company's overall growth vision and continuously works on areas such as recruitment and selection policies, disciplinary procedures, reward/ recognition policies, learning and development programmes as well as all-round employee development. The Company provides a safe and rewarding environment that attracts and retains a talented team and where employees are engaged in delivering exceptional results to the customers and investors. The Company acknowledges the indispensable role of all employees in driving continued success. During the year cordial and healthy relations were maintained with all sections/levels of employees.

41. CORPORATE GOVERNANCE

The Company adheres to all the requirements of the code of corporate governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A report on corporate governance along with certification of the Chief Executive Officer and Chief Financial Officer is attached in **Annexure-IX**. Certificate from M/s. P.Muthukumaran & Associates, a firm of Practising Company Secretaries regarding compliance of the conditions of corporate governance as stipulated by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in **Annexure-X**.

42. STATEMENT ON COMPLIANCE TO APPLICABLE SECRETARIAL STANDARD

The Company has complied with all the applicable secretarial standards as issued by the Institute of Company Secretaries of India during the year 2025-2026.

43. ANNUAL GENERAL MEETING

To support the health and well-being of all stakeholders, the 40th Annual General Meeting of the Company would be conducted through Video Conferencing (VC) or Other Audio Visual Means (OAVM) on Tuesday, 29th September 2026 at 4.00 P.M (IST) as per the framework notified by the Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI). The notice convening the 40th Annual General Meeting shall contain detailed instructions and notes in this regard.

In view of the exemption available vide General Circular 02/2022 dated May 05, 2022, issued by the Ministry of Corporate Affairs read with previous circulars and SEBI Circular dated May 13, 2022 in this regard the Company has not printed physical copies of annual report for distribution. The full Annual Report shall be made available on the website of the Company and also shall be disseminated to the stock exchanges where shares of the Company are listed. The electronic copies of the annual report and the notice convening the 40th Annual General Meeting would be sent to the shareholders whose e-mail addresses are registered with the Company or their respective Depository Participants (DP).

44. DISCLOSURE UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) (SECOND AMENDMENTS) REGULATIONS, 2023

During the year, the Company has not entered into any agreements as mentioned in clause 5A to Para 'A' of Part A of Schedule III in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendments) Regulations, 2023.

45. ACKNOWLEDGEMENT

The Board thanks all its employees, customers, bankers, vendors, suppliers and governmental agencies for their continued support. The Board is grateful to the shareholders for their continued trust and confidence in the Company.

For and on behalf of the Board

JAYAKAR KRISHNAMURTHY
CHAIRMAN AND MANAGING DIRECTOR

Place: Chennai DIN:00018987
Date: 13th August 2026
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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Annexure I

1. COMPANY OVERVIEW

UCAL LIMITED is one of India's leading auto component manufacturers, with deep expertise in Fuel Management and Emission Control Systems. Established in 1985, the Company is a preferred supplier to leading OEMs and global Auto Majors, delivering high-quality carburettors, fuel management systems, emission control products, pumps, valves, and precision-machined components for critical automotive and non-automotive applications.

The Company offers a broad portfolio of mechatronic components and systems aligned with global regulatory standards and key industry trends such as zero emissions, electrification, lightweighting, advanced composites, integrated electronics, and flex-fuel technologies. As sustainability reshapes global mobility, with electric vehicles and alternative energy solutions gaining momentum, UCAL is strengthening its presence in the evolving EV ecosystem.

As part of its future-ready strategy, UCAL is building a resilient and resurgent organisation by enlarging its range of innovation-led products and its ambit of operations into new and emerging applications in both the automotive and non-automotive segments across new geographies and high-potential markets

2. ECONOMIC OVERVIEW - GLOBAL

The global economy in 2025-26 continued to operate under an environment of heightened uncertainty, buffeted by continuous geopolitical tensions, fractured trade relationships, and uneven policy directions across major economies. The ongoing conflicts in Eastern Europe and the Middle East, coupled with periodic supply chain disruptions and volatility in energy markets, weighed down on global growth. Rising protectionist measures and the weaponization of tariffs further deepened economic fragmentation, affecting cross-border investment and trade flows.

According to the IMF estimates published in the World Economic Outlook-July 2026, global growth is estimated to remain below historical averages at around 3.0% in FY 2025-26. While advanced economies are expected to grow at a muted pace of approximately 1.4%-1.5%, dragged down by tight monetary conditions and weaker consumption, emerging markets and developing economies driven by resilient region-specific domestic demand are

estimated to expand at around 3.6%-3.8%, with India and China leading the growth at 6.4% and 4.6% respectively.

Looking ahead to 2027, IMF indicates that global growth could stabilise in a narrow range of 2.9%-3.1%, depending on the de-escalation of geopolitical tensions, easing of inflationary pressures and normalization of trade and monetary policies.

3. ECONOMIC OVERVIEW - INDIA

India's economy in FY 2025-26 continued to demonstrate resilience amid a challenging global environment beset with geopolitical uncertainty, volatile commodity prices, and subdued external demand. According to assessments by the Reserve Bank of India and the IMF World Economic Outlook, India remains one of the fastest-growing major economies, supported by robust domestic consumption, sustained government capital expenditure, and steady growth in the services sector.

As per RBI Report 2025-26 India maintained its position as one of the fastest-growing major economies, with real GDP growth estimated at 7.3% in 2025-26, revised upward from an initial projection of 6.5%.

The growth momentum in 2025-26 was driven by broad-based expansion across key sectors, including manufacturing, construction, and digital-led services, while external trade continued to face headwinds from supply chain realignments and muted global demand. Growth was supported by positive tax policies, a strong revival in rural demand, and a gradual recovery in urban consumption.

Looking ahead to 2027, India's growth trajectory is expected to remain strong and stable, with the IMF projecting growth in the range of 6.5%-6.8%, supported by structural reforms, productivity gains, and continued infrastructure build-out. Stabilisation of the economy, digital adoption, and manufacturing diversification under the "China+1" strategy are the upside gains. However geopolitical fragmentation, climate-related disruptions, and potential weakening in consumer demand pose downside risks. Overall, India is expected to retain its position as a key engine of global growth, driven by strong domestic fundamentals and continuity in supportive Government policies.

4. INDUSTRY OVERVIEW

Global Outlook

The global automotive industry in FY 2025–26 operated in a complex environment marked by uneven demand patterns, ongoing geopolitical tensions, and continued supply chain realignments. While production normalised in most regions, growth remained moderate as OEMs navigated cost pressures, evolving emission regulations, and the acceleration toward electrification. Adoption of electric vehicles continued to expand, led by China, Europe, and select parts of North America, albeit the pace of growth showed signs of moderation due to pricing pressure, subsidy rationalisation, battery range and infrastructure constraints. Overall, the industry remained in a phase of transition, balancing internal combustion engine (ICE) rationalization with long-term electrification strategies and software-defined vehicle development.

Global Electric Vehicle (EV) Market

The global electric vehicle market maintained strong momentum during FY 2025–26, supported by favourable government policies, expanding charging infrastructure and continuous advancements in battery technology. While adoption remained strongest in China and Europe, emerging markets, including India, witnessed increasing electrification across two-wheelers, passenger vehicles and commercial mobility segments, although infrastructure and affordability continue to influence the pace of transition.

Going forward, electrification is expected to remain one of the primary drivers of automotive innovation. At the same time, hybrid vehicles are likely to play an important transitional role, creating a diversified mobility landscape. This evolution presents significant opportunities for suppliers with expertise in electronics, intelligent control systems, thermal management and precision engineering across multiple propulsion technologies.

Looking ahead to 2027 and beyond, the global auto industry is expected to enter a more decisive phase of transformation, with electrification, software integration, and alternative energy platforms becoming central to product strategies. Competition is likely to intensify as new technology players reshape value chains and traditional OEMs accelerate platform consolidation.

India Outlook

In contrast, the Indian automotive industry, demonstrated strong momentum in FY 2025–26, supported by resilient domestic demand, improved rural consumption, and sustained infrastructure growth. According to SIAM (Society of Indian Automobile Manufacturers) the year ended on a high note, with vehicles across categories together posting their highest ever sales in a Financial Year, after seven years. The strong contributors to this growth have attributed to the positive sentiments created through GST 2.0 reforms and multiple Repo Rate cuts announced by RBI during the year. Passenger vehicles and two-wheelers recorded steady growth, while commercial vehicles benefited from logistics expansion and construction activity. Export performance remained strong, aided by India's growing role in global supply chains. The industry also saw increased penetration of advanced technologies, including emission-compliant systems, lightweight components, and early-stage electrification across segments, supported by both policy push and OEM investments.

In India, the outlook remains structurally positive, supported by rising incomes, policy incentives, and the “China+1” manufacturing shift. The sector is expected to see deeper electrification in two- and three-wheelers, gradual rationalization in passenger vehicles, and stronger integration into global automotive supply networks, positioning India as both a demand and manufacturing growth hub.

However, risks remain from global geopolitical volatility, commodity price fluctuations, and external demand uncertainties. Despite these challenges, India is expected to remain one of the fastest-growing automotive markets globally, supported by resilient consumption and policy continuity.

Budget 2026-27 – Key Allocations and Policy Impetus for the Auto Industry.

The Union Budget 2026-27 reinforced the Government's focus on manufacturing-led growth, infrastructure expansion, and clean mobility transition, providing a supportive policy environment for the automotive sector. Increased capital expenditure allocation towards highways, logistics corridors, and urban mobility infrastructure is expected to strengthen demand for commercial vehicles and passenger mobility solutions. Continued emphasis on the PM Gati Shakti framework and multimodal connectivity is likely to enhance logistics efficiency and boost fleet utilization across the CV segment.

The Budget also placed strong emphasis on green mobility and advanced manufacturing, indirectly supporting the automotive value chain through incentives for electrification, battery ecosystem development, and domestic value addition under the Make in India initiative. Industry feedback highlighted that policy stability, coupled with sustained infrastructure push and income tax relief measures, is expected to reinforce consumer confidence and support demand momentum across vehicle segments.

India Electric Vehicle (EV) Market

India's Electric Vehicle (EV) market continued its strong growth trajectory during FY 2025–26, supported by favourable government policies, expanding charging infrastructure, improving battery technologies and increasing consumer acceptance. India's electric car market is set for rapid growth, with projections from IMARC Group estimating a compound annual growth rate (CAGR) of 47.8% from 2025 to 2033, reaching USD 50,455.76 Million by 2033. During the year, EV registrations grew across all major vehicle segments, led by electric two-wheelers and three-wheelers, while passenger electric vehicles recorded strong momentum with nearly an increase of 80% in registration compared to the relatively low base of the previous years. from a relatively low base. The transition towards cleaner mobility is being driven by rising environmental awareness, lower operating costs and sustained investments by both domestic and global automotive manufacturers.

The Government of India continues to play a pivotal role in accelerating EV adoption through a comprehensive policy framework. Key initiatives, including the FAME programme, the Production Linked Incentive (PLI) schemes for the automobile sector and Advanced Chemistry Cell (ACC) batteries, lower GST on EVs, support for domestic battery manufacturing, charging infrastructure expansion and incentives for critical mineral processing, are strengthening the country's EV ecosystem while promoting localisation and technological self-reliance. With a long-term objective of increasing EV penetration across vehicle categories, India is emerging as one of the world's fastest-growing EV markets, creating significant opportunities across electronics, powertrain components, thermal management systems, precision engineering and intelligent mobility solutions.

The Central Government's ambitious PM E-Drive programme has been rolled out with a long-term objective of increasing EV penetration across vehicle categories in the country.

PM E-DRIVE-Key Highlights

- Central Outlay: ₹10,900 crore allocated to support electric two-wheelers, three-wheelers, and public transport buses.
- Charging Infrastructure: ₹2,000 crore specifically dedicated to expanding public EV charging stations nationwide.
- Tax Advantage: EVs attract a low 5% GST rate compared to 18%+ for internal combustion engine vehicles

Delhi EV Policy 2024-2030: India's Most Aggressive State Roadmap

Delhi's draft EV Policy (₹40,000 Cr.) is the most ambitious state-level EV Pan in India, key elements of which include:

- 100% electric registration for three-wheelers by January 2027
- 100% electric registration for two-wheelers by April 2028
- Scrappage incentives: Up to ₹1,00,000 for scrapping older BSIV vehicles when purchasing an electric car
- OEM mandate: Every EV Dealer must establish at least one public charging station
- Road Tax: 100% waiver for electric cars priced up to Rs 30 Lakh until March 2030

Delhi EV Policy 2.0 (Active July 2026 – March 2030)

- Pure EV Focus: Provides purchase subsidies and 100% road tax/registration waivers (up to ₹30 lakh ex-showroom for cars), while completely excluding hybrid vehicles from financial benefits.
- Mandatory Cutoffs: Stops new registrations for fossil-fuel passenger/goods three-wheelers starting January 1, 2027, and petrol/CNG two-wheelers starting April 1, 2028.
- Fleet Goals: Aims for 30% total fleet electrification in the capital by 2030 alongside thousands of new public charging points.
- With 67% of Delhi's registered vehicles being two wheelers, the 2028 mandate will affect the majority of the city's vehicle owners and every delivery rider working in the capital. The impact of transitioning this huge rider group to EV has made ICCT to mark it as a template other high-pollution cities should consider.

- While Budget 2024-25 exempted duties in 25 critical minerals, including lithium, cobalt, and nickel, Budget 2025-26 has further removed duties on 35 battery assembly components and 28 critical parts- serving as an impetus to reduce the cost of domestic battery production, thereby helping to reduce retail EV prices over the next two to three years.

With a long-term objective of increasing EV penetration across vehicle categories, India is emerging as one of the world's fastest-growing EV markets, creating significant opportunities across electronics, powertrain components, thermal management systems, precision engineering and intelligent mobility solutions.

At UCAL we are focused on the development of a comprehensive range of systems and components to address the rapidly evolving E-mobility space.

India Auto Industry Performance FY 2025-26 (SIAM & FADA Insights)

The Indian automobile industry delivered a landmark performance in FY2025-26, recording highest-ever sales across all vehicle categories after seven years of cyclical recovery, supported by improved affordability, favourable financing conditions, and strong policy tailwinds including GST rationalization and repo rate reductions by the Reserve Bank of India.

According to SIAM (Society of Indian Automobile Manufacturers), total domestic sales across PV, CV, 2W, and 3W segments posted double-digit growth in

FY2025-26, with all segments reaching record levels:

- Passenger Vehicles: 46.43 lakh units (+7.9% YoY)
- Commercial Vehicles: 10.80 lakh units (+12.6% YoY)
- Three Wheelers: 8.36 lakh units (+12.8% YoY)
- Two Wheelers: 2.17 crore units (+10.7% YoY)

Data from FADA (Federation of Automobile Dealers Association) confirmed that overall vehicle retail sales rose by 13.3% in FY2025-26, touching a historic high of nearly 2.97 crore units, reflecting strong end-user demand and improved channel liquidity.

Export Market Performance

India's automotive exports remained a key growth driver in FY2025-26, supported by competitive manufacturing costs, improving product quality, and expanding global acceptance of Indian OEMs.

- Passenger Vehicle exports: 9.05 lakh units (+17.5%)
- Two-wheeler exports: 51.8 lakh units (+23.4%)
- Three-Wheeler exports: 4.61 Lakh units (+50.1%)
- Commercial Vehicle exports: 0.95 lakh units (+17.4%)

Key export markets included Africa, Latin America, Middle East, and neighbouring South Asian countries, with strong traction across small cars, utility vehicles, and entry-level two-wheelers.

5. SWOT ANALYSIS

STRENGTHS 	- UCAL brand name - Operational Excellence. - R&D Facilities certified by Government of India. - Technology in carburettor (mechanical and electronic) fuel injection systems, Intake throttle Valve, HC Doser Oil pumps, ETV and EGR. - Capabilities (both technology & infrastructure) to develop products for meeting emission norms. - Electronic design, development and manufacturing capability. - Facilities in pressure die castings, plastic and rubber molding. - Capability in frugal engineering. - Well-trained and disciplined workforce. - Good work culture. - Preferred supplier of OEMs - Flexible in Product development and Supply chain to meet the customer demand
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WEAKNESSES 	- Low IT penetration. - Slow growth in export business. - Limited products for the EV Segment - High employee cost
OPPORTUNITIES 	- Entry into the EV segment with new products. - Penetrate Export market with existing products. - Entry into new markets like South America, Africa and ASEAN. - Entry into Commercial and Tractor segments and electric mobility vehicles.
THREATS 	- No or few new developments of Engine platform in IC engines - Competitive pressure on pricing policies. - Rising input cost. - Relentless pressure to reduce prices by OEMs thereby affecting profit margin. - Increased emphasis on electric mobility vehicle

6. OUTLOOK 2027 AND BEYOND

The Indian automotive sector is expected to sustain its growth momentum, driven by strong domestic fundamentals, rising income levels, infrastructure expansion, and continued policy support.

Key structural themes shaping the outlook include:

- Accelerated electrification across 2W and PV segments
- Expansion of domestic manufacturing under China+1 strategy
- Growth in logistics-led CV demand
- Increasing export integration into global supply chains
- Gradual shift towards software-defined and connected vehicles
- Shift towards Green Fuels - Ethanol / CNG / Alternate Fuels / Hybrids

As India advances towards a cleaner, more sustainable transportation future, policy, innovation, and industry collaboration are becoming the cornerstones of multi-pronged mobility ecosystem.

India's Ethanol Blending programme of blending 20% ethanol with petrol has been fast tracked to FY 2026 from the earlier target of 2030, the outcome of careful planning and steady execution. towards a green mobility ecosystem. The Ethanol Blended Petrol (EBP) Programme is one of India's key energy initiatives. It aims at improving energy security, supporting farmers, and reducing environmental

impact through greater use of domestically produced renewable fuel.

According to industry experts, the Ethanol Blended Petrol Programme has strengthened India's energy security, reduced crude oil imports, lowered emissions, and increased farmers' incomes. E20 is a safe, cleaner, and thoroughly tested fuel, backed by scientific evaluation, phased implementation, and collaboration across industry and research institutions. It represents a major step towards an Atmanirbhar, sustainable, and energy secure India.

The Government of India is supporting the use of CNG vehicles to reduce pollution, decrease fuel imports, and promote cleaner transportation. Towards this, new government policies for CNG vehicles have been framed to make CNG a practical and affordable option for millions of vehicle owners through expanding infrastructure, putting in place environmental regulations and supporting cleaner fuels.

Demand for CNG vehicles in India is projected to be on an upward trend, due to the benefits of lower fuel costs, less pollution and greater fuel accessibility

India's hydrogen mobility policy under the National Green Hydrogen Mission focuses on deploying heavy-duty fuel cell vehicles, building refuelling stations, and funding strategic pilot projects. The government has allocated ₹410.77 crore to launch 12 green hydrogen mobility pilot projects, deploying 70 hydrogen-powered vehicles, including development of 16 hydrogen refuelling stations across 21 routes.

UCAL- Providing Global Mobility Solutions

Transforming from a leading manufacturer of automotive components to a provider of global mobility systems

UCAL is enlarging its range of products and the ambit of its operations to address emerging trends in both the auto and non-automotive segments. We share below a few of the product lines where the Company has consolidated its position both in the domestic and global markets.

Global Internal Combustion Engine (ICE) Market

The global Internal Combustion Engine (ICE) market in FY 2025–26 continued to evolve amid the automotive industry's transition towards electrified mobility. While regulatory pressures and increasing investments in battery electric and hybrid vehicles moderated ICE demand in developed economies, conventional powertrains remained the dominant choice across emerging markets, supported by affordability, established fuel infrastructure and extensive service ecosystems. Consequently, industry priorities shifted from capacity expansion to enhancing fuel efficiency, reducing emissions and integrating hybrid technologies, reinforcing the relevance of advanced engine management, precision components and emission control systems.

Looking ahead, ICE platforms are expected to remain an essential part of the global mobility ecosystem through the medium term, particularly in hybrid vehicles, commercial transportation, off-highway equipment and emerging markets where electrification will progress at a measured pace. Continued advancements in high-efficiency engines, alternative fuel compatibility and hybrid architectures are expected to sustain demand for innovative, precision-engineered components and intelligent control systems. This evolving dual-powertrain landscape presents significant opportunities for companies such as UCAL, whose diversified portfolio, strong engineering capabilities and growing expertise in mechatronics, electronics and intelligent mobility solutions position it to support both the optimisation of conventional powertrains and the transition towards next-generation mobility technologies.

Global Fuel Management Systems (FMS) Market

The global automotive fuel management systems market continued to evolve during FY 2025–26, driven by increasingly stringent emission regulations, rising fuel efficiency standards and the growing

adoption of electronically controlled powertrains. While electrification continued to gather momentum, internal combustion and hybrid vehicles remained the dominant contributors to global vehicle production, sustaining demand for advanced fuel management technologies that optimise combustion efficiency, reduce emissions and enhance engine performance.

Beyond 2027, the FMS market is expected to transition from a pure ICE-dependent growth trajectory to a hybrid-driven and efficiency-focused ecosystem, where demand is sustained by commercial vehicles, hybrid powertrains, off-highway applications, and developing markets. Looking ahead, the market is expected to benefit from continued investments in cleaner and more efficient powertrain technologies. The increasing integration of electronics, sensors and software with mechanical systems is accelerating the transition towards intelligent fuel management solutions, creating opportunities for manufacturers with strong capabilities in precision engineering, mechatronics and integrated powertrain technologies.

Global Fuel Injection Systems Market

The global fuel injection systems market recorded steady growth during FY 2025–26 as OEMs increasingly replaced conventional fuel delivery technologies with electronically controlled injection systems to meet tighter emission norms and improve fuel economy. Demand remained robust across gasoline direct injection (GDI), port fuel injection (PFI) and hybrid powertrains, particularly in emerging markets where internal combustion engines continue to account for the majority of vehicle production.

The market outlook remains favourable as fuel injection systems continue to play a critical role in improving combustion efficiency and enabling compliance with evolving global emission standards. Future growth is expected to be supported by hybrid vehicle adoption, alternative fuel compatibility and the integration of intelligent electronic controls, reinforcing demand for high-precision components and advanced engine management technologies.

Two-Wheeler Segment – Key Growth Driver

The two-wheeler segment remains one of the most significant contributors to fuel injection system demand globally. The transition from carburettor-based systems to electronic fuel injection (EFI) in motorcycles and scooters—driven by stringent emission norms such as BS-VI /Euro 5 equivalents - continues to underpin strong replacement and upgrade demand. This is primarily led by large-volume

markets in Asia (notably India, ASEAN, and China), Africa, and Latin America, where two-wheelers remain a primary mode of mobility. Increasing penetration of fuel-efficient, connected, and emission-compliant engines is accelerating EFI adoption across both commuter and premium motorcycle segments. Growth will increasingly be shaped by alternative fuels (ethanol blending, biofuels), hybrid integration, and smart engine management systems, ensuring continued relevance of fuel injection technologies in the evolving mobility ecosystem.

A market leader in Fuel Management and Fuel Injection Systems, UCAL has a significant edge and continues to partner with major OEMs and Auto manufacturers providing customized solutions in the segment

7. PRODUCT WISE PERFORMANCE

a. Carburettors

The global carburettor market in FY 2025–26 continues to operate in a structurally stable and regionally relevant niche segment, as the automotive industry steadily transitions toward electronic fuel injection (EFI) systems and electrified powertrains. Carburettors have been largely phased out in developed markets due to stringent emission norms such as Euro 6/7 equivalents and BS-VI standards, which necessitate higher precision fuel delivery and lower emissions compliance than conventional carburettor technology can provide.

However, the market continues to retain relevance in cost-sensitive and legacy vehicle segments, particularly in select parts of Asia, Africa, and Latin America. Demand is primarily supported by small-engine applications, entry-level two-wheelers in certain developing markets, replacement and aftermarket requirements, and off-highway or small industrial engines where cost efficiency outweighs advanced emission compliance requirements.

Beyond 2027, the global carburettor market is expected to continue its long-term growth contraction, with demand increasingly concentrated in legacy fleets, aftermarket replacement, and select low-cost applications in developing economies. As EFI penetration deepens globally, carburettors are expected to remain relevant only in highly price-sensitive micro-markets and niche non-automotive applications.

Despite this decline, the aftermarket segment is expected to provide a stable, revenue base, particularly

in regions with slower regulatory transitions and extended vehicle operating cycles. The overall market structure is expected to shift from OEM-led demand to replacement-driven consumption, with limited but sustained niche demand.

Within this evolving landscape, UCAL continues to maintain a select but strategically important presence in carburettor technologies, leveraging its long-standing engineering expertise and deep OEM relationships. The Company's carburettor portfolio, built on decades of domain knowledge, continues to serve specific applications in domestic and select export markets where ICE platforms continue to remain operational. UCAL's focus is on serving residual demand efficiently, supporting aftermarket requirements, and optimising product value within niche segments.

As one of the major carburetor manufacturers globally, UCAL has a proven track record of developing small engine carburetors for key OEMs. The Company's Mechanical Carburetors find wide application in Motorcycles, Power Sports, Snowmobiles and in Universal Gasoline Engines both in the Automotive and Non-Automotive segments.

b. Throttle Body and Fuel Rail Assembly

The market for throttle bodies and fuel rail assemblies remained resilient during FY 2025–26, supported by sustained production of internal combustion and hybrid vehicles across global markets. While electronic throttle control continued to gain wider acceptance in premium and technologically advanced vehicle platforms, mechanical throttle bodies retained relevance across entry-level vehicles, two-wheelers, small engines and several emerging markets. Fuel rail assemblies continued to witness stable demand as OEMs focused on achieving higher fuel delivery precision, improved engine performance and enhanced emission compliance.

The market is expected to evolve alongside the gradual transition towards electronically controlled powertrains. Demand for precision-manufactured throttle body and fuel rail assemblies is likely to remain supported by hybrid applications, aftermarket requirements and cost-sensitive markets, creating opportunities for suppliers with strong manufacturing capabilities, value engineering expertise and diversified product portfolios.

UCAL is a major manufacturer of both Mechanical and Electronic Throttle Body and Fuel Rail Assemblies for Auto OEMs and the Aftermarket in FI systems,

and for the CNG and Hydrogen applications in commercial vehicles. During the year Throttle Body and Fuel Rail Assemblies proved a major contributor to sales revenue.

c. Automotive Pumps & Valves

The global automotive pumps and valves market recorded steady growth during FY 2025–26, driven by increasingly stringent emission norms, higher engine efficiency requirements and rising demand for thermal and fluid management solutions. While conventional ICE applications continued to account for the largest share, electrified powertrains also accelerated demand for specialised pumps and valves supporting battery cooling, thermal management and energy optimisation.

Looking ahead, the market is expected to benefit from the coexistence of ICE, hybrid and electric vehicles, each requiring increasingly sophisticated fluid management systems. Continuous innovation in lightweight materials, electronic actuation and precision engineering is expected to create sustained opportunities for technology-driven manufacturers capable of serving multiple propulsion platforms.

Beyond 2027, the global market for automotive pumps, valves, and throttle valves is expected to transition into a technology-driven, hybrid-supported growth phase, rather than a volume-led expansion cycle. While traditional mechanical variants are expected to witness gradual decline in mature markets, electronically controlled and integrated systems are projected to drive sustained value growth. UCAL's wide range of environment-aligned Automotive Oil Pumps, Vacuum Pumps and E-Coolant Pumps are an important product segment addressing both Fuel-based and Electric Vehicle applications.

d. Variable Valve Timing (VVT)

The Variable Valve Timing (VVT) market continued to expand during FY 2025–26 as OEMs increasingly adopted advanced engine technologies to meet stringent fuel efficiency and emission standards. VVT systems have become a key enabler for improving engine performance while reducing fuel consumption and emissions, making them integral to modern gasoline and hybrid powertrains.

The market outlook remains favourable as hybrid vehicle production accelerates globally and regulatory standards continue to tighten. Future growth is expected to be driven by electronically controlled valve technologies, intelligent engine management

systems and greater integration with hybrid architectures, reinforcing demand for precision-engineered components and advanced mechatronic solutions.

Leveraging its R&D capabilities, UCAL has expanded its presence in this high technology space with Automotive Throttle Valves and VVT products for both the domestic and global market for the OEM and Aftermarket segments.

e. Electronic Control Units (ECUs)

The global Electronic Control Unit (ECU) market continued to expand during FY 2025–26, reflecting the feature-intensive and increasing electronic content of modern vehicles and the industry's transition towards connected, intelligent and software-defined mobility. ECUs have become central to managing engine performance, emissions, safety, body electronics and vehicle connectivity, with demand rising across both conventional and electrified powertrains.

Looking ahead, the ECU market is expected to witness sustained growth, driven by the proliferation of advanced driver assistance systems (ADAS), connected vehicle technologies, electrification and software integration. Increasing consolidation of vehicle architectures into domain and zonal controllers will further enhance the importance of high-performance electronic control systems.

Growing demand for feature-intensive vehicles and the focus of OEMs to provide advanced software features are the drivers for the growth of the automotive electronic control units (ECUs) market. In addition, the rising demand for safety systems in vehicles and the increasing need to reduce fuel consumption and pollutant emissions are further attributed to drive market growth. (Grandview Research).

These trends present significant opportunities for UCAL with expertise in embedded electronics, software integration, intelligent control systems and mechatronic product development. The Company is expanding its geographical footprint in the ECU market with custom designed for OEMs, OES and the Export Aftermarket segment to address the evolving requirements of next-generation mobility.

f. Automotive Electronics

The automotive electronics industry witnessed robust growth during FY 2025–26, underpinned by increasing vehicle electrification, software-defined architectures and rising consumer demand for

connected, safe and intelligent mobility. Electronics content per vehicle continued to increase across both conventional and electric vehicles, supported by advances in powertrain control, body electronics, safety systems and vehicle connectivity.

Automotive electronics now extend across powertrain control, safety systems, ADAS, infotainment, connectivity, battery management, body electronics, and vehicle diagnostics, making electronics the central nervous system of modern vehicles. The growing integration of semiconductors, sensors, control units, and embedded software has significantly increased electronic content per vehicle across all segments.

The long-term outlook remains highly positive as digitalisation reshapes the automotive value chain. Growing adoption of intelligent control systems, embedded software, sensors and electronic actuators is expected to significantly expand market opportunities, favouring suppliers with strong capabilities in electronics, software integration and mechatronic product development. The overall market is projected to grow at a CAGR of approximately 8% to 10%, driven by higher electronic intensity per vehicle and the proliferation of software-defined vehicle architectures.

UCAL's state-of-the-art Electronics manufacturing facility, with a dedicated R&D is accelerating the development of a wide array of Automotive Electronic products to address the growing demand in the segment.

g. Global Automotive Emission Control Systems Market

The global automotive emission control systems market in FY 2025–26 continues to remain a structurally important and regulation-driven segment of the automotive components industry. Despite the gradual shift toward electrification, emission control technologies remain critical for internal combustion engine (ICE) and hybrid vehicles, particularly as global regulators tighten permissible limits on NOx, CO₂, particulate matter, and hydrocarbon emissions.

During the year, market demand has been sustained by the continued production of ICE vehicles in emerging economies, the expansion of hybrid powertrains globally, and the ongoing need for after-treatment and exhaust management systems across both passenger and commercial vehicle segments. Key technologies such as catalytic converters, diesel particulate filters (DPFs), selective catalytic reduction (SCR) systems, exhaust gas recirculation (EGR) units,

and evaporative emission control systems continue to witness steady adoption.

The market potential for emission control systems is large and growing at an exponential rate. The global automotive emission control systems market is projected to experience significant growth in the coming years, driven by increasing environmental regulations and the need to reduce pollution. IMARC Group estimates the market to reach USD 40.57 billion by 2033, exhibiting a CAGR of 6.11% during 2025-2033.

In the long term, emission control systems will evolve from conventional mechanical after-treatment components to highly integrated, electronically controlled, and sensor-driven systems, closely linked with ECU platforms and powertrain control architectures. This evolution will ensure continued relevance of the segment even as global mobility transitions toward electrification.

At UCAL, emission control systems form an integral part of our product portfolio. During the year, the Company added to its portfolio of new emission control products for OEM projects aligned to the dynamically changing regulatory standards of the Automotive industry.

h. Die Casting & Precision Machining

The global die casting and precision machining industry experienced steady growth during FY 2025–26, supported by increasing demand for lightweight, high-strength and precision-engineered components across automotive and industrial applications. OEMs continued to focus on reducing vehicle weight, improving manufacturing efficiency and enhancing component integration, driving investments in advanced aluminium casting, CNC machining and automated production technologies.

The long-term outlook remains positive as demand expands across conventional, hybrid and electric vehicle platforms. Lightweight structural components, battery housings, transmission systems, e-axes and precision powertrain components are expected to remain key growth segments. Manufacturers with integrated casting, machining, automation and value engineering capabilities will be well positioned to capitalise on evolving customer requirements.

UCAL's backward-integration capabilities in casting and precision machining facilities across its Plants in India lend it a competitive edge to design and manufactures High Pressure Die Casting and Precision

Machined Products for mission-critical applications both for domestic and global OEMs.

In alignment to its Repositioning and New Product Development Strategies for export growth, the Company enlarged its presence in the rapidly growing casting and machining segment, recording a significant rise in sales revenue during the year

8. BUSINESS REVIEW

a. Manufacturing

UCAL's manufacturing network, strategically located across India, combines advanced automation, precision engineering and digitally enabled production systems to serve leading global OEMs and automotive customers. During the year, in line with its growth strategy, UCAL expanded manufacturing capabilities through the successful commissioning of new production lines for Mechanical Throttle Bodies, Crankcase and E-Purge Systems across its Bawal and Maraimalai Nagar facilities. The Bawal plant achieved successful production ramp-up of two-wheeler and three-wheeler crankcase lines, including zero-defect manufacturing performance for the three-wheeler programme, while automated throttle body lines were established to support global OEM requirements. The Company further strengthened its smart manufacturing capabilities with robotization, deploying AI-based calibration verification and memory lock systems with end-to-end traceability and data recording, enhancing process reliability, quality assurance and customer compliance.

These initiatives reinforce UCAL's commitment to building future-ready manufacturing capabilities that support product diversification, localisation and long-term sustainable growth.

b. Marketing

UCAL expanded its portfolio of value-led, innovative products to address emerging market segments and new geographies. Keeping pace with the rapidly changing technologies driving the automotive landscape, UCAL's new range of products include Mechanical Throttle Body and Electronic Throttle Body Assemblies, Electronic Fuel Injection Systems (EFI) parts, Fuel Rail Assemblies, Oil, Vacuum & Coolant Pumps for Passenger Cars, E-Purge for two-wheelers, Crankcase for 2&3-wheelers, Engine or Electronic Control Unit (ECU) for 2W application, Intake Throttle Valve, HC Doser for different diesel applications in commercial vehicles, Smart Intake Throttle Valve and Water Outlets among others. The portfolio also includes the array of automotive electronic products

for multi-applications in addition to the Casting & Machined products for the global auto and non-auto sectors.

Despite the challenging business environment and the de-phasing of the legacy e-Carb and EASV products, overall sales posted an upward growth trajectory with an increase of 19% over the previous year. Sales in new products increased by a significant 150% with Mechanical Throttle Body Assembly, Crank Case and Oil Pumps for 4 wheelers proving major contributors. While the Aftermarket delivered a 32% increase in growth, the OES (Spares) and OE segment registered a growth of 21% and 19% during the year. A strong order pipeline in new products augurs well for FY 2026-27.

During the year UCAL added four large OEM and Global Manufacturers to its customer roster, in addition to expanding channel footprint both in the domestic and overseas markets, with strategic distributor and OES supplier partnerships. Participation in major global Auto Expos and Tech Shows with leading OEMs helped showcase the Company's technology and development capabilities while establishing brand presence and visibility.

India is accelerating the transition to green mobility and green energy with supportive government programmes such as the PM e-Drive Scheme and PM e-Bus Sewa Scheme, in addition to the impetus for electronics and battery manufacturing outlined in the budget for FY 2026-27. To leverage the potential in this rapidly growing EV transport ecosystem in the country, UCAL has expanded its product portfolio with a slew of new, value-led, and differentiated products in FY 2025-26.

c. Quality

UCAL continued its transformational journey towards resilience and resurgence by a focused thrust on stringent quality controls, customer-centricity, zero-defect products, safety and sustainability. This was reflected in the various awards received by the Company from key OEMs and both domestic and global auto manufacturers during the year;

Key Customer Awards

- Achieved Platinum Award in Quality and Delivery Performance consistently for 12 consecutive months from a leading Auto Manufacturer, demonstrating sustained excellence in customer satisfaction, operational efficiency, and delivery reliability.

- Maintained 100% Supplier Performance Rating from a leading 2-wheeler Major, continuously for one year, ensuring compliance with stringent quality, delivery, and service requirements.
- Successfully sustained Zero PPM Quality Performance for a leading global 4-wheeler manufacturer throughout the year, reflecting robust quality control systems and defect prevention processes.
- Received the Best Supplier Performance Award from the Spares Division of a leading 2-Wheeler manufacturer in recognition of outstanding quality, delivery performance, and customer support.
- During the year, the Company also successfully completed supplier assessment audits by four leading global automotive OEMs, reaffirming the robustness of its manufacturing systems, quality processes and operational excellence.

d. Technology

UCAL's six decades of industry experience and technology leadership, coupled with state-of-the-art manufacturing facilities and best-in-class NABL and DRDO accredited R&D center driving innovation, provides the Company a competitive edge in offering customer value and consolidating its position as a preferred vendor to OEMs and Global Auto manufacturers.

The R&D focus during the year was centred around the development of innovation-led, value engineered products and solutions for mission-critical, and sustainability-driven applications in emerging segments in the Auto and Non-Auto space.

In the Automotive segment, the strategy was to keep pace with the rapidly changing technologies and global regulatory standards dictating the mobility segment such as electrification, hybridization, engine downsizing (Gasoline Direct Injection with Turbo charge), fuel efficiency, zero emission, lightweighting and the increasing use of in-vehicle electronics.

During the year, new products and export sales recorded significant volume growth, contributing meaningfully to overall revenue. Product development initiatives were focused on expanding the portfolio across two-wheelers, passenger vehicles, electric vehicles, domestic and export aftermarket, and deemed export segments.

Key developments during the year included Mechanical Throttle Body Assemblies for two-

wheeler, scooter application, Electric Purge Valves for entry level motorcycles, Carburetors for export-oriented two and three wheelers. passenger and commercial vehicle segment, Fuel Rail assemblies for passenger cars, Water Outlet assemblies catering to the export aftermarket, Intake throttle valve for the HCV segment among others.

The Company's Electronics Division with a dedicated R&D wing comprising a team of specialists and domain experts, continued to deepen its capabilities in the design, development and manufacturing of cutting-edge electronic products for the EV segment. Some key products established during the year include DC-DC Converters for three-wheeler electric vehicles, Hybrid and LED Flashers for the three-wheeler EV segment, and Flasher for Bus and Truck applications. A long range of products are in various stages of manufacturing and market launch for FY 2026-27.

The Company also further consolidated its leadership in precision die casting and machining by strengthening its Built-to-Print product portfolio. Major project wins included Crankcase components for three-wheeler applications

e. Global Footprint

In line with its global strategy of expansion and growth in new segments, UCAL enlarged its customer bandwidth and channel presence in the global market with a significant growth in deemed export sales during the year.

The Company enhanced its brand visibility and reputation for quality products across new geographies comprising large OEMs and Auto manufacturers, in addition to Large Distributors and Marquee Merchant Customers for the Aftermarket in the US, ASEAN, Latin American and South African countries.

A trusted vendor and a leading supplier of high-quality automotive systems and components to OEMs and Auto Manufacturers in the country, the Company's deemed exports business gained momentum forming an integral part of vehicles sold in more than 100 countries worldwide.

9. FINANCIAL AND OPERATIONAL PERFORMANCE

a. Financial Performance

During the year, your Company's total standalone revenue was ₹64,664.34 Lakhs as against ₹58,279.83 Lakhs in FY 2024-25 representing an increase of

10.95% over that of the previous year due to increase in customer and market demand.

The Consolidated revenue of the Company has also witnessed an increase from ₹80,229.47 Lakhs in FY 2024-25 to ₹83,782.06 Lakhs in FY 2025-26 registering a growth of 4.43%.

The PBDIT has declined from ₹7,495.87 Lakhs (FY 2024-2025) to ₹5,866.56 Lakhs (FY 2025-2026) on account of the fact that in FY 2024-25 the profit on sale of land had resulted in higher PBDIT and in the current year FY2025-26 there was surge in raw material cost and production overhead. . The Company has recorded a Loss After Tax (PAT) of ₹9,676.68 Lakhs mainly on account of recognizing the impact of the dilution of the controlling interest in the subsidiary to the extent of ₹10,368.27 lakhs and recognition of statutory financial impact of the implementation of new labour code amounting to ₹239.08 lakhs as an Exceptional Item. The Consolidated net loss during the year was ₹3,332.32 Lakhs in comparison with previous year which stood at ₹1,628.00 Lakhs.

The Finance Cost has decreased from ₹2253.61 Lakhs in FY 2024-25 to ₹2,113.39 Lakhs in FY 2025-26 mainly on account of repayment of certain borrowings made by the Company during the year.

The Depreciation stood at ₹2,344.12 Lakhs for the year ended 31st March, 2026 under study when compared to ₹2,227.28 Lakhs in the previous year 2024-25.

The Company has recorded Profit Before Tax (PBT) for the Financial Year 2025-26 at ₹1,409.04 Lakhs before effecting exceptional item as against ₹3,014.98 Lakhs, in the previous year.

During the year ended 31st March 2026, the Company has made addition to the fixed assets to the tune of ₹3,358.88 lakhs including net assets capitalized from WIP and Capital Advances.

The Company has followed the guidelines of accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

b. Sales Performance

Enlarging customer bandwidth with innovative cutting-edge products and value-added engineering, deepening channel density and brand visibility, expanding geographical footprint and foraying into new and emerging segments, were some of the go-

to-market strategies deployed during the year to grow the business. While the deemed exports segment witnessed significant demand, direct exports faced headwinds from tariff wars and geopolitical tensions. The Aftermarket however contributed to significant growth across the OEM and Spares segments.

(₹ In Lakhs)

Product	FY 2025-26	FY 2024-25
 Carburettors & Parts	60,315.87	51,560.88
 ECU	3,870.24	6,151.12
 Scrap / Other Operating income	478.24	567.83
Total	64,664.34	58,279.83

10. RISK AND CONCERNS

Risk management in a company is a structured and continuous process aimed at identifying, assessing, and mitigating potential risks that could impact business objectives, financial performance, operational continuity, and reputation. It encompasses a wide range of risk categories, including strategic, operational, financial, regulatory, cyber, and environmental risks. An effective risk management framework enables timely decision-making through robust internal controls, regular risk assessments, and defined escalation mechanisms. It also integrates risk awareness into the organisation’s culture, ensuring accountability at all levels. By proactively addressing uncertainties and building resilience against disruptions, risk management strengthens business sustainability, protects stakeholder value, and supports long-term strategic growth in an increasingly volatile and complex global environment.

The Company has devised a suitable framework to identify and evaluate risks. Periodic assessments are carried out to identify risks and brief the management on the risks in advance to enable the Company to control the risk through a properly defined plan. The risks are classified as financial risks, operational risks, market risks and statutory compliance risks. The risks are evaluated based on previous experience, probability of occurrence, probability of non-deletion and its impact on business and are taken into account while preparing the annual business plan for the year. Insurable risks are covered by insurance policies to protect the Company interests. The Board is also periodically informed of the risks and the actions taken

to manage them. The Company manages its risks by incurring prudent capital expenditure, by ensuring that customers underwrite the capacities created specifically for their requirements, by determining the prices of its products on a scientific basis based on detailed studies, by prudent financial management, by localization to protect itself from exchange risks, constant R&D efforts and by spreading its markets and manufacturing facilities geographically. The committee assists the management in assessing the market risks, competitors risks, product obsolescence risk and devises strategies to overcome the same.

11. HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS

At UCAL, people are considered the Company’s greatest asset. In line with this, the Company’s HR vision is driven by the philosophy -

To build a future-ready, high-performing workforce at UCAL through continuous learning, innovation, and a culture of safety and collaboration.

Further to the vision, UCAL’s Human Resources (HR) department is driven by the guidelines:

- To help employees realize their potential – to develop, grow and achieve their purpose
- To build the right culture and capabilities
- To make the Company a great place to work for passionate, innovative people who wish to make a difference

The Company firmly believes that fostering a positive employee experience and a high degree of engagement is critical to motivate and develop employees to reach their highest potential. Towards this, the Human Resources function focuses on enhancing employee capabilities through structured training, skill development, leadership grooming, performance management, and continuous learning initiatives.

UCAL’s people management policies are aimed at aligning individual growth with organisational objectives, thereby improving productivity, innovation, and employee engagement. In an evolving business environment marked by rapid technological change and increasing competitiveness, people development plays a critical role in building a future-ready workforce equipped with both technical and behavioural competencies, in addition to emotional well-being.

During the year, the Company continued to build its leadership pipeline by training high potential employees under structured leadership programme for greater future responsibilities. To build a strong and capable people asset, curated learning and development workshops, skill - building and training programmes, were conducted across the Company fostering a culture of knowledge enhancement and continuous growth.

Health and well-being of employees was given the highest priority. Employee Mind Wellness programmes with individualized counselling sessions were conducted to improve decision clarity under pressure, build emotionally intelligent leadership, reduce team burnout, and create a healthy work culture.

The transformational journey initiated by the Company in FY 2022-23 has ushered in a sea change of employee engagement and a collaborative team culture, amplifying efficiencies through innovation, creativity, and increased productivity. While the laser focus on Kaizen continued to foster a culture of collaboration, employee engagement and continuous improvement, multi-level review and communication meetings anchored by the senior management team members across locations and departments promoted a greater sense of transparency, accountability and goal-alignment.

To broad-base communication initiatives, the on-line Company Newsletter was revamped from a Quarterly to a Monthly Bulletin, transforming into a robust interactive platform for employee engagement and interaction across locations.

UCAL upholds an inclusive, positive workplace environment, free from harassment of any nature. In line with this, the Company has institutionalized an Internal Complaints Committee (ICC) at all locations across India to consider and address sexual harassment complaints in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There were no incidents of sexual harassment reported during the year under review, in terms of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

At UCAL IR (Industrial Relations), focuses on maintaining harmonious employer–employee relationships through effective communication, fair labour practices, statutory compliance, and constructive engagement with employee

representatives. A stable industrial relations environment minimises disruptions, fosters mutual trust, and ensures smooth operational continuity. Open dialogue, grievance redressal mechanisms, and participative management practices, together, with strong HRD and IR systems create a balanced ecosystem that supports organisational stability, enhances employee satisfaction, and contributes to sustained business performance.

The Company continues to maintain its record of good industrial relations without any interruption in work and has carried out restructuring process at different plants to ensure operating flexibility and competitiveness among the workforce to deliver maximum productivity at all plants.

Total Number of employees as on 31st March 2026 is 630

12. HEALTH, SAFETY AND ENVIRONMENT

At UCAL the health and safety of employees are always accorded the highest priority. The Company is certified for the highest standards in environmental and occupational health and safety management systems. Annual medical check-ups and health care programmes for employees ensure prevention and detection of ailments for early remediation.

UCAL's safety policy is driven by a strict protocol comprising an adherence to stringent safety rules and regulations. Preventive measures to ensure workplace safety include awareness programmes, mock drills, training on life saving skills, and communication meetings for employees emphasizing the importance of adhering to safe working practices.

13. SUSTAINABILITY

Sustainability remains integral to UCAL's long-term growth strategy, with a strong focus on responsible manufacturing, environmental stewardship and resource efficiency.

In line with its sustainability-centred business model, UCAL is focused on the best practices in environment care such as adherence to stringent pollution norms across its factories, prevention of resource depletion through water conservation and circular process systems, developing a green belt, waste management and the adoption of renewable energy for its operations.

The Company's manufacturing facilities are certified for ISO 14001 Environment System and ISO 45001:2018 Environment Health & Safety Standards

with periodic assessments to ensure compliance. In line with its mandate to reduce its environmental footprint, the Company continued to optimize operational efficiencies, reduce cost, and eliminate wastage, while adhering to the highest emission and zero discharge standards. Enhancing renewable energy usage with energy efficient processes and circular practices in resource management formed a vital part of a leaner, greener model of operations.

During FY 2025-26 UCAL achieved a significant reduction of approximately 31% in its carbon footprint across all its locations, exceeding the annual target of 12%.

UCAL also successfully completed the ISO 14064-3 third-party verification for greenhouse gas emissions, including the consolidation of data for Scope 1 and Scope 2 emissions. A comprehensive Materiality Assessment Survey was conducted across all plants and based on stakeholder feedback and survey results, five material topics were identified as key focus areas - Safe Workplace, Waste Management, Energy Management, Supply Chain Sustainability, Information Security.

During the year, the Company further strengthened its ESG governance framework through the constitution of the UCAL Sustainability Board comprising members from the Senior Leadership Team together with an ESG Management Team for each of the Environmental, Social and Governance pillars. A comprehensive Materiality Assessment Survey was also conducted across all plants and a structured framework of key ESG Policies was approved for implementation.

14. INTERNAL CONTROL SYSTEM

The Company has an efficient internal control system commensurate with its size and nature of business to safeguard the assets of the Company and to ensure effective utilisation of resources. These controls ensure that transactions are completed on time and in an accurate manner and by following proper procedures and systems. The Company has external teams carrying out audit to strengthen the internal audit and risk management functions. The internal auditors cover a wide area of operations and this is being continuously reviewed by the Audit Committee. Internal audit is conducted on a quarterly basis by a team of internal auditors and the reports together with the action taken reports are reviewed by the Audit Committee periodically. The Board and Audit Committee ensure that the internal financial control system operates effectively

and they regularly review the effectiveness of internal control system in order to ensure due and proper implementation and due compliance with applicable laws, accounting standards and regulatory norms. A system of management controls is also in place to ensure higher levels of efficiency and to keep the organization competitive. All the critical functions of the Company i.e., Sourcing and Procurement, Manufacturing, Costing, Finance, Dispatch and Sales are handled through Oracle fusion system which is well-integrated. Checks and controls have been built into the system to handle the transactions. Existing internal controls provide adequate assurance to the management for all the transactions covering operations, inventory, fixed assets, financial records and compliance to statutory requirements. The systems and controls are reviewed periodically to ensure their effectiveness.

16. SIGNIFICANT CHANGES IN KEY FINANCIAL RATIO

S. No	Ratio	UOM	Formula	31-03-2026	31-03-2025	% Variance	Reason for variance
1.	Current ratio	Times	Current Assets / Current Liabilities	0.93	0.84	9.85	-
2.	Debt- Equity Ratio	Times	Total Debt/ Shareholders Equity	0.65	0.53	22.60	-
3.	Debt Service coverage Ratio	%	Earnings available for Debt Services / Debt Services	(51.13%)	50.72%	(101.85)	*
4.	Return on Equity (ROE)	%	Net profit after tax / Shareholders Equity	(29.56%)	6.20%	(35.76)	*
5.	Inventory Turnover Ratio	Times	Cost of Goods Sold / Average inventory	6.44	6.62	(2.76)	-
6.	Trade Receivable Turnover Ratio	Times	Net Credit sales / Average Accounts receivable	6.55	6.69	(2.02)	-
7.	Trade Payable Turnover Ratio	Times	Net Credit Purchases / Average Accounts Payable	3.89	4.06	(4.38)	-
8.	Net Profit Ratio	%	Net Profit / Net Sales	(14.87%)	1.15%	(16.02)	-
9.	Return on Capital Employed	%	Earnings before interest and taxes / Capital Employed	(18.79%)	11.74%	(30.53)	*
10.	Net capital turnover ratio	Times	Net sales/Working capital	37.16	15.07	146.60	#
11.	Return on investment	%	[MV (cl) - MV (op)]/MV (op)*	(171.36%)	0.66%	(172.02)	*

* The decline in the ratios compared to the previous year is primarily on account of exceptional items aggregating to ₹10,607.35 Lakhs recognized during the year (Refer Note no : 29)

The Net Capital Turnover Ratio has been presented in absolute terms to accurately depict the effective utilization and increase in net working capital.

17. CAUTIONARY STATEMENT

Certain Statements made in the Management Discussion and Analysis Report relating to the Company's objectives, projections, outlook, expectations, estimates and others may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ from such expectations, projections and

15. OUTLOOK

Continuing in its path of resilience and resurgence, UCAL has drawn a strategic roadmap aligned to a clearly defined upward – trajectory of growth and global expansion. Leveraging on its strength as a manufacturer of reputed a wide range of automotive components and global mobility systems, the Company will continue to expand its ambit of operations in emerging segments in a dynamically evolving automotive and non-automotive landscape worldwide.

The Company's engineering and domain expertise, multi-plant operations, wide portfolio of products and strong sectoral credentials serve as a strong competitive advantage and provide the headroom to achieve its chartered growth plans.

so on whether express or implied. Several factors could make a significant difference to the Company's operations. These include climatic conditions and macroeconomic conditions affecting demand and supply, government regulations and taxation, natural calamities and so on, over which the Company does not have any direct control.

Annexure II

Statement containing the Salient Features of the Financial Statement of Subsidiaries/ Associate Companies/ Joint Ventures

FORM AOC-1

(Pursuant to first proviso to sub-Section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part "A": Subsidiaries

Statement pursuant to first proviso to subsection(3) of Section 129 of the Companies Act, 2013, read with Rule 5 of Companies (Accounts) Rules, 2014 in the prescribed Form AOC-1 relating to subsidiary companies

(₹ in Lakhs)

Particulars	Ucal Polymer Industries Limited
1. CIN/Any other registration number of subsidiary company	U25199PY1999PLC001488
2. The date since when subsidiary was acquired	09-09-1999
3. Provisions pursuant to which the company has become a subsidiary [Section 2(87)(i)/Section 2(87)(ii)]	2(87)(ii)
4. Financial Year ending on	31 st March 2026
5. Reporting Currency	Indian Rupee
Exchange Rate on the last day of the financial year	₹1
6. Share Capital	163.52
7. Reserves & Surplus	5,043.98
8. Total Assets*	7,551.33
9. Total Liabilities (excluding Total Equity)**	2,343.84
10. Investments (excluding Investments made in subsidiaries)	-
11. Turnover	5,227.85
12. Profit/(Loss) before tax	(155.65)
13. Provision for tax	(1.43)
14. Profit/(Loss) after tax	(173.39)
15. Proposed Dividend	
16. % of Shareholding	100%
Country	INDIA

* (Non Current Assets + Current Assets)

** (Non Current Liabilities + Current Liabilities)

Notes:

- There are no subsidiaries which as are yet to commence operations.
- During the financial year, the Company's controlling interest in its erstwhile wholly owned subsidiary, M/s. Ucal Holdings Inc., USA, was diluted from 100% to 10% pursuant to the issuance and allotment of 9,000 equity shares (Common Stock) by the subsidiary to a new investor on 15th March 2026 and consequently, the M/s. Ucal Holdings Inc. ceased to be a subsidiary of the Company with effect from 15th March 2026.

For and on behalf of the Board of Directors

ADITHYA SRIVATSA JAYAKAR
DEPUTY MANAGING DIRECTOR &
CHIEF EXECUTIVE OFFICER
DIN: 08188358

RAM RAMAMURTHY
WHOLE-TIME DIRECTOR
DIN: 06955444

JAYAKAR KRISHNAMURTHY
CHAIRMAN AND MANAGING
DIRECTOR
DIN: 00018987

Place: Chennai
Date: 13th August 2026

S. NARAYAN
COMPANY SECRETARY
Membership No. A15425

M. MANIKANDAN
CHIEF FINANCIAL OFFICER
Membership No. 231640

Annexure III

PARTICULARS PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

A. The information required under Section 197 of the Act read with rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below :

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

Executive Directors	Ratio to median remuneration
Mr. Jayakar Krishnamurthy	56.96
Mr. Ram Ramamurthy	8.46
Mr. Adithya Srivatsa Jayakar	10.13
Non-executive directors	
The non-executive directors except Mr.Abhaya Shankar, do not draw any remuneration from the company except sitting fees for attending the meetings of the Board and the committees of the Board	

(ii) The percentage increase in remuneration of each director, chief financial officer, company secretary or manager, if any, in the financial year:

Directors, Chief Financial Officer and Company Secretary	% increase/ (decrease) in remuneration in the financial year 2025-26
Mr. Jayakar Krishnamurthy - Chairman and Managing Director	No Increase
Mr. Adithya Srivatsa Jayakar - Deputy Managing Director*	159%
Mr. Ram Ramamurthy - Whole-time Director	No Increase
Mr. S. Narayan - Company Secretary	8.46%
Mr. Jaisankar T - Chief Executive Officer**	184.69%
Mr.M. Manikandan - Chief Financial Officer	10.61%

* Mr. Adithya Srivatsa Jayakar was appointed as Deputy Managing Director with effect from 12th November 2024 and hence for the basis of comparison his remuneration was considered only for four months during the previous FY24-25.

** Mr. Jaisankar T was appointed as Chief Executive Officer with effect from 13th November 2024 and hence for the basis of comparison his remuneration was considered only for four months during the previous FY24-25.

(iii) The percentage increase/ (decrease) in the median remuneration of employees in the financial year - 3%

(iv) The number of permanent employees on the rolls of company - 630

(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

The average increase in remuneration of the employees other than managerial personnel was 10.42% as compared to the average Increase in the managerial remuneration of 5.18%.

(vi) Affirmation that the remuneration is as per the remuneration policy of the company.

The company affirms that the remuneration is as per the remuneration policy of the company.

(vii) The key parameters for any variable component of remuneration availed by the Directors. - Not applicable

(viii) The statement of particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014,

No employees were in receipt of remuneration in excess of the limits mentioned under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and hence the statement of disclosure does not arise.

Nomination and Remuneration Policy

Preamble

Pursuant to Section 178 of the Companies Act, 2013 and the Rules framed thereunder (as amended from time to time) (the “Act”) and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (the “SEBI Listing Regulations”), the Board of Directors of every listed company is required to constitute the Nomination and Remuneration Committee.

I. Objective

In order to comply with the requirements of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations and any other applicable provisions, the Nomination and Remuneration Committee of the Board of Directors of the Company (the “Committee”) had formulated this policy (the “Policy”).

The key objectives of the Policy are as follows:

- a. To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive / Non-Executive) and recommend to the Board of Directors of the Company (the “Board”), policies relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- b. To formulate criteria for evaluation of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- c. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company’s operations.
- d. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- e. To devise a Policy on Board Diversity.
- f. To develop a succession plan for the Board and to regularly review the plan.
- g. To determine whether to extend or continue the term of appointment of the Independent Director(s), on the basis of the report of

Annexure IV

performance evaluation of Independent Directors.

II. Definitions

- a. “Act” means the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time.
- b. “Board” means the Board of Directors of the Company.
- c. “Directors” shall mean Directors of the Company..
- d. “Key Managerial Personnel” or “KMP” means: in relation to a Company as defined sub-section 51 of Section 2 of the Companies Act, 2013, means and includes:
 - (i) the Chief Executive Officer or the managing director or the manager;
 - (ii) the company secretary;
 - (iii) the whole-time director;
 - (iv) the Chief Financial Officer;
 - (v) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
 - (vi) such other officer as may be prescribed
- e. “Senior Management” shall mean officers/ personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include Company Secretary and Chief Financial Officer.
- f. “Independent Director” means a director referred to in Section 149(6) of the Act.

III. Appointment and removal of Directors, KMPs and Senior Management

a. Appointment criteria and qualifications:

- i. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP

or Senior Management and recommend to the Board his / her appointment.

- ii. A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has the discretion to decide whether qualifications, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- iii. The Company shall not recommend or appoint or continue the employment of any person as the Managing Director, Whole-time director or Manager within the meaning of the Act, who has attained the age of 70 (seventy) years, provided that the appointment of such a person who has attained the age of 70 (seventy) years shall be made with the approval of the Shareholders by passing a special resolution, based on the explanatory statement annexed to the notice for the Meeting of the Shareholders for such motion indicating the justification for appointment or extension of appointment beyond the age of 70 (seventy) years.

b. Term / Tenure:

- i. *Managing Director/Whole-time Director:*
The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director or Deputy Managing Director for a term not exceeding 5 (five) years at a time. No re- appointment shall be made earlier than 1 (one) year before the expiry of term.

c. Independent Director:

- i. An Independent Director shall hold office for a term up to 5 (five) consecutive years on the Board and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board’s Report.
- ii. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of 3 (three) years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of 3 (three) years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

- iii. At the time of appointment of Independent Director(s) it should be ensured that number of Boards on which such Independent Director serves is restricted to 7 (seven) listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act or the SEBI Listing Regulations.

d. Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management on yearly basis.

The evaluation of performance of the Board, its Committees and Individual Directors to be carried out either by the Board or by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.

The evaluation of independent directors shall be done by the entire Board of Directors which shall include

- a) performance of the directors; and
- b) fulfillment of the independence criteria as specified in these regulations and their Independence from the management:
- c) Provided that in the above evaluation, the directors who are subject to evaluation shall not participate.

e. Removal:

Due to reasons for any disqualification mentioned in the Act or under any other applicable law, rules and regulations, thereunder, the Committee may recommend, to the Board with reasons to be recorded in writing, removal of a Director, KMP or Senior Management, subject to the provisions and compliance of the said Act, such other applicable law, rules and regulations.

f. Retirement:

The Directors, KMP and Senior Management shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

g. Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management:

- i. The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the Shareholders of the Company and Central Government, wherever required.
- ii. The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down as per the provisions of the Act.
- iii. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director or as laid down as per the provisions of the Act.

h. Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management:

- i. Fixed Pay
- ii. The Whole-time / Executive / Managing Director / KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including but not limited to, employer's contribution to Provident Fund (P.F), Superannuation Fund, Pension Scheme, medical expenses, club fees, leave travel allowance, etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the Shareholders and Central Government, wherever required.
- iii. Minimum Remuneration:
If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time / Executive / Managing Director in accordance with the provisions of Section 197 of the Act and Schedule V to the Act and if it is not able to comply with such provisions, with the approval of the shareholders by special resolution.

- iv. Provisions for excess remuneration:
If any Whole-time / Executive / Managing Director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the limits prescribed under the Act or without the approval of the shareholders by special resolution, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

i. Remuneration to Non- Executive / Independent Director:

1) Remuneration / Commission:

The remuneration / commission shall be in accordance with the statutory provisions of the Act and the Rules made thereunder for the time being in force.

2) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of the Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Act, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

3) Limit of Remuneration/Commission:

Remuneration/ Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

4) Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

IV. Membership:

- a) The Committee shall comprise of at least (3) Directors, all of whom shall be non-executive directors and at least 2/3rd shall be Independent Directors.
- b) The Board shall reconstitute the Committee as and when required to comply with the provisions of the Act and the SEBI Listing Regulations.

- c) The quorum for the Meeting of the Nomination and Remuneration Committee shall either be two members or one third of the total strength of the Committee, whichever is higher (including at least one independent director in attendance).
- d) Membership of the Committee shall be disclosed in the Annual Report.
- e) Term of the Committee shall be continued unless terminated by the Board of Directors.

V. Chairperson

- a) Chairperson of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the annual general meeting or may nominate some other member to answer the shareholders' queries.

VI. Frequency of Meetings:

The Nomination and Remuneration Committee shall meet at least once a year.

VII. Committee members' interests:

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

VIII. Secretary:

The Company Secretary of the Company shall act as Secretary of the Committee.

IX. Duties of the Nomination & Remuneration Committee

Duties with respect to Nomination:

The duties of the Committee in relation to nomination matters include:

- Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Independent Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- Identifying and recommending Directors who are to be put forward for retirement by rotation.
- Determining the appropriate size, diversity and composition of the Board;
- Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- Recommend any necessary changes to the Board; and
- Considering any other matters, as may be requested by the Board.

Duties with respect to Remuneration:

The duties of the Committee in relation to remuneration matters include:

- to consider and determine the remuneration policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.

- to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and variable pay reflecting short and long term performance objectives appropriate to the working of the Company.
- to delegate any of its powers to one or more of its members or the Secretary of the Committee.
- to consider any other matters as may be requested by the Board.

X. Minutes of committee meeting

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

XI. Deviations from this Policy

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

XII. Amendment:

Any change in the Policy shall be approved by the Board of Directors or any of its Committees (as may be authorized by the Board of Directors in this regard). The Board of Directors or any of its authorized Committees shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board or its Committee in this respect shall be final and binding. Any subsequent amendment / modification in the Listing Regulations and / or any other laws in this regard shall automatically apply to this Policy.

Report on Corporate Social Responsibility (CSR) Activities

Annexure V

1. Brief outline of CSR Policy of the Company:

UCAL LIMITED recognizes that its business activities have wide impact on the societies in which it operates, and therefore an effective practice is required giving due consideration to the interests of its stakeholders including shareholders, customers, employees, suppliers, business partners, local communities and other organizations. UCAL endeavors to make CSR an important agenda and is committed to its stakeholders to conduct its business in an accountable manner that creates a sustained positive impact on society.

The objectives of UCAL's policy are

- To carry out CSR activities engaging with all stakeholders towards implementation and monitoring.
- To contribute to the Society in a sustainable manner.
- To utilise and explore on the socio-economic opportunities during CSR activities.
- To carry out social welfare activities as envisaged in Schedule VII of Companies Act, 2013.

2. Composition of the CSR Committee:

Sl. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr.S. Balasubramanian	Chairman, Non-Executive Independent Director	1	1
2	Mr.Jayakar Krishnamurthy	Member, Managing Director	1	1
3	Mr.Adithya Srivatsa Jayakar	Member, Deputy Managing Director	1	1
4	Mr.Ram Ramamurthy	Member, Whole-time Director	1	1

3. Web-link where Compositon of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

https://www.ucal.com/Investor/UCAL_CSR_Policy.pdf

4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule(3) of Rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014

- Not applicable

5. Details of the amount available for set off in pursuant of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any - Nil

6. Average net profit of the Company as per Section 135(5).

Financial years	Net profit (in Crs)
2024-25	15.77
2023-24	17.42
2022-23	12.46
Average Net Profit	15.21

7. (a) Two percent of average net profit of the company as per section 135(5): ₹ 30,43,105/-

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years : Nil

(c) Amount required to be set off for the financial year, if any - Nil

(d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 30,43,105/-

Total Amount spent for the Financial Year (in Crs.)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
0.30	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

(b) Details of CSR amount spent against ongoing projects for the financial year: There are no ongoing projects being undertaken by the Company during the year under CSR.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
Sl. No.	Name of the Project	Item from the list of Activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project	Amount spent in the current Financial Year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation - Direct (Yes/No)
				State	District					
	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total										

c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
Sl. No.	Name of the Project	Item from the list of Activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project	Amount spent in the current Financial Year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation - Direct (Yes/No)
				State	District					
1.	Contribution to Dr.V.Educational Foundation	ii) Promotion of education, employment, enhancing vocational skills and sanitation	No	Tamilnadu	Tiruchirapalli	NIL	NIL	25,43,105	NIL	Yes
2	Contribution to Udavum Ullangal Public Charitable Trust	i) Eradicating hunger, malnutrition, Promoting health care	Yes	Tamilnadu	Chennai	NIL	NIL	5,00,000	NIL	Yes
Total								30,43,105		



- (d) Amount spent in Administrative Overheads - NIL
- (e) Amount spent on Impact Assessment - NOT APPLICABLE
- (f) Total amount spent for the Financial Year (8b+8c+8d+8e) - ₹ 30,43,105
- (g) Excess amount for set off, if any

Sl.No.	Particular	Amount (₹)
(i)	Two percent of average net profit of the company as per section 135(5)	30,43,105
(ii)	Total amount spent for the Financial Year	30,43,105
(iii)	Surplus arising out of the CSR projects or programmes or activities of the previous years, if any	NIL
(iv)	Excess amount spent for the Financial Year [(i) -(ii) + (iii)]	NIL
(v)	Amount available for set off in succeeding financial years	NIL

9. Details of Unspent CSR amount for the preceding three financial years: No unspent CSR amount in preceding three financial years.

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135(6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding Financial years (in ₹)
				Name of the Fund	Amount (in ₹)	Date of Transfer	
1	2023-24	NIL	NIL	NIL	NIL	NIL	NIL
2	2022-23	NIL	NIL	NIL	NIL	NIL	NIL
3	2021-22	NIL	NIL	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL	NIL	NIL

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total Amount allocated for the project (in ₹)	Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of the reporting Financial Year (in ₹)	Status of the project - completed/ ongoing
		NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL

10. Details relating to the asset so created or acquired through CSR spent in the financial year:

(a)	Date of creation or acquisition of the capital asset(s)	- Not applicable
(b)	Amount of CSR spent for creation or acquisition of capital asset	- Not applicable
(c)	Detail of the entity or public authority or beneficiary under whose name such capital asset is registered, their address, etc.	- Not applicable
(d)	Details of capital asset(s) created or acquired (including complete address and location of the capital asset)	- Not applicable

11. Whether the company has failed to spend two per cent of the average net profit as per Section 135(5) - No

For UCAL LIMITED

JAYAKAR KRISHNAMURTHY
MANAGING DIRECTOR
DIN:00018987

S. BALASUBRAMANIAN
INDEPENDENT DIRECTOR/
CHAIRMAN OF THE CSR COMMITTEE
DIN: 02849971

Place: Chennai
Date : 13th August 2026

Form No. MR-3 SECRETARIAL AUDIT REPORT

Annexure VI

(For the Financial Year ended March 31, 2026)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
UCAL LIMITED
Unit 11 B/2 (S.P), 1st Cross Road,
Ambattur Industrial Estate,
Chennai - 600058.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by UCAL LIMITED (here in after called the company) having CIN: L31900TN1985PLC012343. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our Opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2026 according to the provisions of:

1. The Companies Act, 2013 (the Act) (including amendments made thereto) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the Rules made thereunder (as amended from time to time)
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under (as amended from time to time)
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') as amended from time to time:
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the audit period)
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period)
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 in relation to Companies Act and dealing with client;

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the Company during the audit period) and
 - h) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015
6. We have examined, the systems and processes in place to ensure compliance with specific laws like the Special Economic Zone Act 2005 and the Special Economic Zone Rules 2006 (for the unit located in a Special Economic Zone), considering and relying upon representations made by the Company and its Officers for compliance under these Laws, Rules and Regulations applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India with respect to board and general meetings;
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards, etc., mentioned above to the extent where such records have been examined by us.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above

We further report that

Compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit and the same has been subject to review by the Statutory Auditors and others designated professionals.

Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, in our opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance of provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors for the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the respective meetings of the Board or Committee thereof.

We further report that the systems and processes of the Company in place to ensure the compliance with general laws like Labour Laws, Employees Provident Funds Act, Employees State Insurance Act, Minimum Wages Act, Factories Act, Payment of Wages Act, considering and relying upon representations made by the Company and its Officers for systems and mechanisms formed by the Company for compliance under these Laws, Rules and Regulations applicable to the Company.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, except the events listed below, no other specific events/actions occurred which had major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc., and that the Company has complied with such of those relevant clauses thereto which are applicable.

- 1. Appointment of Ms. Sandhya Shekhar (DIN:06986369) as Additional Director in the capacity of Non-Executive Independent Director with effect from March 13, 2025 and subsequently regularized as Director (Non-Executive Independent Director) and further approved her appointment as an Independent Director for a term of 3 years with effect from March 13, 2025 in the shareholder's meeting held on 25th April, 2025.
- 2. Reduction/Dilution of the Company's Stake in M/s. Ucal Holdings Inc., USA (UHI), a Material Wholly Owned Subsidiary, and/or Cessation of the Company's Control over UHI

For P MUTHUKUMARAN AND ASSOCIATES
COMPANY SECRETARIES
UCN: P2024TN099300

MUTHUKUMARAN
PARTNER
FCS No: 11218 | CP No: 20333
UDIN:: F011218H000722819
Peer Review No: : 7833/2026

Place : Chennai
Date : 1st July, 2026

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this Report.

Annexure A

To,
The Members,
UCAL LIMITED
Unit 11 B/2 (S.P), 1st Cross Road,
Ambattur Industrial Estate,
Chennai -600058.

Our report of even date is to be read along with this letter.

- 1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis of our opinion.
- 3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events.
- 5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test check basis.
- 6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
- 7. We further report that, based on the information provided by the Company, its officers, and authorized representatives during the conduct of the audit and also on the review of quarterly compliance reports issued by the respective departmental heads/Company Secretary, taken on record by the Board of the Company, in our opinion adequate systems and process and control mechanism exist in the Company to monitor compliance with applicable general laws including labour laws.

For P MUTHUKUMARAN AND ASSOCIATES
COMPANY SECRETARIES
UCN: P2024TN099300

MUTHUKUMARAN
FCS No: 11218 | CP No: 20333
UDIN:F011218H000722819
Peer Review No: 7833/2026

Place : Chennai
Date : 1st July, 2026

Annexure VII

CONSERVATION OF ENERGY/ TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

(Information pursuant to section 134(3)(m) of the Companies Act,2013 read with Rules 8 of the Companies (Accounts) Rule 2014)

A. CONSERVATION OF ENERGY

a. Steps taken or impact on conservation of energy

During the financial year 2025-26, several energy conservation initiatives were implemented across the shop floor and office areas, resulting in significant power and cost savings. Key measures and their outcomes are summarized below:

1. Lighting and Fan Improvements
- Upgrades: Installation motion sensors for lighting in the shop floor and office areas and auto timer for peripheral area lighting and gardening motor.
 - Automation: PLC control systems implemented for blowers and High efficiency AC replaced like 2.2 Ton instead of 3 Ton and quantity 3 no's.
 - Impact: These changes contributed to an annual power saving of approximately 2.0 lakh units.
2. Compressor System Optimization
- Efficiency Gains: Compressor capacity reduced from 375 HP to 350 HP while maintaining pressure levels between 5.0 to 6.0 bar.
 - Supporting Measures: Pipeline modifications, comprehensive air leak audit, and installation of shut-off valves in header and machine pneumatic lines.
 - Impact: Resulted in annual savings of around 1.60 lakh units of power.
3. Electric Furnace and Control Panel
- Actions: Reconditioning of the furnace and electrical panel systems.
 - Impact: Yielded power savings of 0.40 lakh units during the year.
4. Machine Shop Equipment Modifications
- Improvements: Design modifications to coolant motors and hydraulic motors in the machines at Machine shop area.

- Impact: Achieved additional savings of 1.0 lakh units annually.
- Overall Outcome
- Total Power Saved: Approximately 5.0 lakh units for FY 2025-26.
 - Cost Savings: An estimated reduction of ₹37.50 lakhs in regular electricity expenses.
 - Cost Savings: An estimated reduction of ₹35.0 lakhs in expenses through strategic solar power purchase.

These efforts reflect the organization's commitment to sustainable and energy-efficient operations,

b. Steps taken by the Company for using alternate source of energy Wind Energy Performance

During the financial year 2025-26, the Company sourced Group Captive Power "Solar Energy" from a third party, fulfilling up to 75% of the energy needs of its manufacturing sites. Approximately 47 lakh units were obtained from third-party solar sources, contributing to a reduction of 3,910 tons of CO₂ emissions through the implementation of renewable solar energy.

Planned Expansion into Solar

Solar Energy: The Company is actively planning the installation of solar panels to further diversify its renewable energy sources

c. The capital investment on energy conservation equipment's to be included- Nil

B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

1. Efforts made in brief towards technology absorption, adaptation and innovation

In line with our commitment to customer-centric innovation, the Company continues to invest in R&D to deliver advanced technical solutions across our mobility portfolio. By adapting global technologies to local needs, we stay responsive to the evolving requirements of customers across all segments.

Our product development follows a disciplined lifecycle — benchmarking, conceptualization, detailed design, prototyping and testing, design verification, and complete validation — ensuring every offering meets rigorous standards of performance, safety, and regulatory compliance.

During the year, product development efforts were directed toward a broad range of systems and products, including:

- Mechanical Throttle Bodies for wider applications including hybrid
- Compact Electric Throttle Bodies with combination of sensors and next generation DC Motor
- Integrated Fuel Delivery Modules with high efficiency motor and controller
- Electric Purge Valves for adaptation to wider applications
- Electronic Throttle Body for Hydrogen ICE and Liquid Nitrogen, Intake throttle valves for wider applications, hydrocarbon (HC) Doser
- Water outlet modules for multiple applications, Solenoid for variable valve timing
- Diesel Fuel Filter Housings, Fuel rail for Bi-Fuel and CNG, Variable Pressure Oil Pumps and Vacuum Pumps
- Electric Coolant and Vacuum Pumps
- Electric Fuel Feed Pumps
- Exhaust Throttle Valve
- Carburettors for general purpose engine applications, different applications for 2 & 3-Wheeler vehicles
- Electronic Throttle Control for Genset application
- DC-DC Converters (isolated)
- Fuel level sensors, Tyre Pressure Monitoring System, Accelerator Pedal Sensor
- Blind Spot Indication System
- Seat controllers, Motor controllers
- EV chargers
- Acoustic Vehicle Alarm System
- Music 1 DIN System

Close engineering collaboration with OEMs drives our development of new products and continuous

improvement in the performance, durability, and reliability of existing ones — serving passenger car, commercial vehicle, 2 and 3-wheeler, and utility engine segments.

R&D remains central to our product differentiation and market responsiveness. We have expanded our capabilities in auxiliary mechatronics and electrical and electronic systems, and continue to upgrade our R&D infrastructure and competencies to meet the mobility sector's shift toward electrification and smart systems.

These product introductions reinforce UCAL's commitment to innovation, localization, value engineering and customer-centric product development, while strengthening its position across traditional internal combustion engine platforms as well as emerging electrified mobility solutions.

New Products in pipe-line

UCAL continues to strengthen its new product pipeline by expanding its electronics and mechatronics development capabilities to address the evolving requirements of the automotive industry. The Company's product development roadmap is focused on next-generation solutions for the rapidly growing electric vehicle (EV) market and the increasing adoption of electronics in safety, sensing, connectivity, and intelligent in-vehicle systems.

Leveraging its expertise in mechatronics, embedded electronics, and system integration, UCAL is actively developing a range of innovative, value-engineered products for automotive and non-automotive applications. These products are designed to meet future customer requirements for enhanced functionality, reliability, and cost competitiveness while enabling faster time-to-market.

The Company's strong engineering capabilities position it to expand its portfolio of advanced electronic control systems, sensing solutions, power electronics, and intelligent mechatronic products, reinforcing its commitment to supporting the next generation of mobility solutions and creating sustainable long-term growth.

The following products are in pipe-line:

- Variable Pressure Oil Pump for Passenger car application
- Fuel rails for Gasoline, Bi-Fuel and CNG applications



- Strainer for Commercial Vehicle applications
- Fuel Delivery Module for two-wheeler segment
- Mechanical Throttle Body for Motorcycle, Genset, Lawn mower, two-wheeler hybrid, marine applications
- Electronic Throttle Body for 2-Wheelers, genset applications
- Electric Coolant Pump
- Electronic Throttle Body for the Passenger car - Gasoline, CNG, and Hydrogen applications
- Intake Throttle Valve for Commercial Vehicle applications
- Oil Pumps for Passenger Car, Commercial Vehicle applications
- HC Doser for Commercial Vehicle applications
- Electric Purge Valves for Export and two-wheeler applications
- Vacuum Pump for export applications
- Solenoid Variable Valve Timing for export applications
- Diesel Fuel Filter Housing for export applications
- Water Outlets for different passenger car applications for the Export Aftermarket segment
- Carburetors for the lawn mower, genset, 2 & 3-Wheeler applications
- Fuel Pumps for marine engine applications
- Idle Speed Controller Valve for marine engine applications
- Exhaust Throttle Valve
- Motorized thermostat
- DC-DC Converters (isolated)
- Blind Spot Indication System
- Fuel Level Sensors (Inductive)
- Tyre Pressure Monitoring Sensor
- Accelerator Pedal Sensor
- Seat Controllers for tractors
 - Motor Controllers
 - EV Chargers
- Acoustic Vehicle Alarm System

- Brake Sensor (Hall type)
- Power Hood Operating Buzzer
- Radar Obstacle Sensing
- CAN control Module (multiplexer)
- Music 1 DIN system (Trucks and Bus)

2. **Benefits derived as a result of the above efforts**

Innovation

The product portfolio is strengthened through innovation, enabling the Company to successfully develop a range of advanced products and systems aligning with evolving customer and regulatory requirements.

Faster Time-to-Market

The agility in responding to the Customer requirements through robust in-house design and development capabilities enabled shorter product development lead-time and faster to market.

Cost Optimization

In-house R&D efforts reduced reliance on outside technology, delivering significant cost savings in product development. Design optimization, material efficiency, and value engineering further contributed to cost reduction.

Technology Adaptation and Localization

Global technologies were effectively adapted to local market conditions — including emission norms, fuel quality, and usage patterns — ensuring products met functional requirements for both domestic and export markets.

Stronger Customer Collaboration

R&D's technical engagement with OEMs enabled co-development of projects and products tailored to their requirements, enhancing customer satisfaction and strengthening long-term strategic relationships.

Improved Product Reliability and Performance

Refinements in product design through in-house validation and field performance data, led to improved reliability and functional efficiency.

Preparedness for Emerging Trends

A sustained focus on next-generation technologies keeps us aligned with shifting market needs and customer requirements.

Development of Technical Talent

Nurturing engineering talent across mechanical, electrical, electronics, and mechatronics domains supports innovation-led growth.

Global Market Readiness

In-house product development complies with global standards and performance benchmarks, facilitating access to international OEM programs and export markets.

The new developments through indigenous efforts include

- Mechanical Throttle Body Assembly with integrated air temperature, manifold absolute pressure and throttle position sensor for Motorcycle and Moped
- Electric purge valve for 2 models of entry level Motorcycle segment
- Fuel rail for a Passenger Car
- Carburetors for 9 models of 3-Wheeler export applications
- Carburetors for 3 models of 2-Wheeler export applications
- Water outlet for 5 models of Passenger car for the export after market requirements
- Intake Throttle Valve for 2 models of HCV segment

Place: Chennai
Date: 13th August 2026

- DC-DC Converter 3-Wheeler electric vehicle
- Hybrid and LED flashers for the 3-Wheeler electric vehicle
- Carburetors for 3 after-market models

3. **In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) the following information may be furnished**

- Not applicable

4. **Expenditure on R&D**

Particulars	(₹ in Lakhs)
a. Capital	112.62
b. Revenue (recurring) includes amount transferred to Deferred revenue expenses	1,289.13
c. Total	1,401.75
d. Total R&D expenditure as a percentage of total turnover	2.16%

C. **FOREIGN EXCHANGE EARNINGS AND OUTGO**

The earnings of foreign exchange were on account of export of carburetors, MPFI parts and pumps during the year. The foreign exchange outgo was mainly on account of purchase of components, capital goods.

During the financial year 2025-26, the total foreign exchange outgo was ₹1,195.90 lakhs while the foreign exchange earned was ₹2,384.86 lakhs resulting in a net foreign exchange earned is ₹1,188.96 lakhs.

For UCAL LIMITED

JAYAKAR KRISHNAMURTHY
CHAIRMAN AND MANAGING DIRECTOR
DIN: 00018987

Annexure VIII

FORM NO. AOC-2

[Pursuant to Clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form of disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain ‘arm’s length’ transaction under third proviso thereto, for the financial year ended 31.03.2026

1. Details of contracts or arrangements or transactions not at arm’s length basis: NIL
2. Details of material contracts or arrangements or transactions at arm’s length basis/related party’s appointment to any office of profit in the Company.

S.No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of Contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board/ Member at General Meeting	Amount paid as advance, if any,
1	M/s Ucal Electronic Private Limited (Formerly known as M/s R.D. Electro circuits Private Limited)	Purchase of Materials	01.04.2025-31.03.2026	Aggregate value of Purchase of goods - not exceeding ₹180 Crore.	27.09.2024	Nil

For and on behalf of the Board of Directors

JAYAKAR KRISHNAMURTHY
CHAIRMAN AND MANAGING DIRECTOR
DIN: 00018987

Place: Chennai
Date: 13th August 2026

REPORT ON CORPORATE GOVERNANCE

1. CORPORATE GOVERNANCE PHILOSOPHY

The Company remains committed to sound ethical policies, high standards of transparency, responsibility and accountability in all its activities. The best management practices and high levels of integrity in decision-making are ensured at all levels of management. Long term wealth generation and creation of value for all the stakeholders remains a priority. The Company follows all the principles of corporate governance at all times keeping in mind the interest of the shareholders. The Company aspires to achieve optimum results at all levels by adopting the best corporate governance practices.

The Management and all the employees of the Company viz., the Board of Directors, Senior Management and all the employees commit themselves to serve to the best interests of the Investors and all the Stakeholders - individually and as a team. Your Company will continue to focus on its resources, strengths and strategies to achieve its vision maximizing stakeholders’ return and upholding the core values of excellence, integrity, responsibility, unity and understanding, which are fundamental to the running of the Company’s business.

2. BOARD OF DIRECTORS

2.1 Composition and Category of Directors

The Board comprised of 8 (Eight) Directors as on 31st March, 2026 and one among them was an Independent Women Director. The day-to-day management of the Company was carried on by the Chairman and Managing Director, Deputy Managing Director and the Whole-time Director of the Company during the financial year 2025-2026. All Directors except the Chairman and Managing Director, Deputy Managing Director and Whole-time Director are Non-Executive Independent Directors and Non-Executive Non-Independent Director, and they constitute more than half of the Board as of 31st March 2026. The List of Directors for the financial year 2025-26 are as follows:

Annexure IX

Name	Designation	Category
Mr.Jayakar Krishnamurthy (DIN: 00018987)	Chairman and Managing Director	Executive
Mr.Adithya Srivatsa Jayakar (DIN: 08188358)	Deputy Managing Director	Executive
Mr.Ram Ramamurthy (DIN: 06955444)	Whole-time Director	Executive
Mr.Abhaya Shankar (DIN: 00008378)	Non-Executive Non-Independent Director	Non-Executive
Mr.S. Balasubramanian (DIN: 02849971)	Independent Director	Non-Executive
Mr.Ramachandran Sundar (DIN: 10831047)	Independent Director	Non-Executive
Mr.I.V.Rao (DIN: 00329370)	Independent Director	Non-Executive
Ms.Sandhya Shekhar (DIN: 06986369)	Independent Director	Non-Executive

To the best of our knowledge and information furnished to the Board, total Directorships held by the Directors are well within the limits prescribed under Section 165 of the Companies Act, 2013 (Act) read with Regulation 17A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Independent Directors serves as an Independent Directors in more than seven (7) listed entities and none of the Independent Directors are serving as Whole-Time Director in any listed Company. Similarly, none of the Directors on the Board is a member of more than ten (10) Committees or Chairperson of more than five (5) Committees across all listed and unlisted public companies in which he / she is a Director in terms of Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Directors notify the Company about change in their Directorship(s) / Committee position(s) as and when they take place. The Board believes that the present composition of Board of Directors is well diversified.

2.2 Details of other Chairmanship / Directorship / Committee Membership of each Director

The names of the Directors and the details of other Chairmanship / Directorship / Committee Membership of each Director as on 31st March 2026 are given below:

Name of the Director	Name of the Listed Entity	Category of Directorship	No.of Other Directorships & Committee Memberships/ Chairmanships		
			Other Directorships	Committee Memberships	Committee Chairmanships
Mr.Jayakar Krishnamurthy	-	Executive	-	-	-
Mr.Adithya Srivatsa Jayakar	-	Executive	-	-	-
Mr.Ram Ramamurthy	-	Executive	-	-	-
Mr.Abhaya Shankar	1. Sri Havisha Hospitality and Infrastructure Limited 2. Kelton Tech Solutions Limited 3. Munjal Showa Limited	Non-Executive	3	2	1
Mr.S.Balasubramanian	-	-	-	-	-
Mr.R.Sundar	-	-	-	-	-
Mr.I.V.Rao	-	-	-	-	-
Ms.Sandhya Shekhar	Uno Minda Limited	Non Executive Independent Director	1	1	-

Notes:

- * Other directorships exclude foreign companies, private limited companies and companies registered under Section 8 of the Companies Act, 2013 and includes Chairpersonship and Directorship held in a deemed public Company
- ** Only membership in audit committee and stakeholder relationship committee have been reckoned for other committee memberships as per Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- *** There is no inter-se relationship amongst the Directors of the Company except Mr. Jayakar Krishnamurthy and Mr. Adithya Srivatsa Jayakar.

2.3 Details of Directors appointment/reappointment

Relevant details are furnished in the Notice convening the 40th Annual General Meeting to be held on 29th September 2026.

2.4 Board Meetings and Attendance at Board Meetings

The Board of Directors met 7 (Seven) times during the financial year 2025-2026. The gap between two Board Meetings was well within the limits specified in the Companies Act, 2013 and Regulation 17 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of the Board Meetings held during the Financial Year 2025-26 are as under

S.No	Date	Board Strength	No. of Directors present
1	30.05.2025	8	8
2	13.08.2025	8	8

agenda notes are being sent in advance to all the Directors and necessary quorum was present for all the meetings.

The Board has established procedures to enable the Board to periodically review compliance reports of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances, if any.

The Board takes note of the declaration made by the Company Secretary, Chairman and Managing Director and the Chief Financial Officer regarding compliances of all laws applicable to the Company on a quarterly basis. The Company's practices are in line with the secretarial standards relating to board meetings issued by the Institute of Company Secretaries of India.

2.5 Attendance of each Director at Board Meetings and at the previous Annual General Meeting (AGM)

S.No	Name	No. of Board Meetings held	No. of Board Meetings attended	Attendance at the last AGM
1	Mr. Jayakar Krishnamurthy	7	7	Yes
2	Mr.Adithya Srivatsa Jayakar	7	7	Yes
3	Mr. Ram Ramamurthy	7	7	Yes
4	Mr. S. Balasubramanian	7	7	Yes
5	Mr.R.Sundar	7	7	Yes
6	Mr.I.V.Rao	7	7	Yes
7	Mr. Abhaya Shankar	7	7	Yes
8	Ms.Sandhya Shekhar	7	7	Yes

2.6 Skills, expertise and competence of the Board

The Board comprises of qualified members who bring in the required skills, competence and expertise that allows them to make effective contributions to the Board and Committees. The Board ensures and maintains the highest standards of corporate governance. As on March 31, 2026, the skills, expertise and competencies identified by the Board, in the context of the auto component business in which the Company operates and for it to function effectively, inter-alia, are as follows:

Areas / Fields	Skills / Competence / Expertise	Name of the Director
Industry and Technology	Possessing industrial, technical and operational expertise and experience in automotive, auto components, ancillary and emerging technologies and associations with industrial bodies and professional network	Mr. Jayakar Krishnamurthy Mr.Adithya Srivatsa Jayakar Mr.Ram Ramamurthy Mr.Abhaya Shankar Mr.I.V.Rao
Business Development	Experience in driving business success across various geographies, diverse business environment, economic conditions and its cultures and global market opportunities	Mr. Adithya Srivatsa Jayakar Mr.Ram Ramamurthy Mr.Abhaya Shankar
Governance	Having insight into maintaining effective Board and management relationship, protecting stakeholder's interest and observing appropriate governance practices	Mr. Jayakar Krishnamurthy Mr. Adithya Srivatsa Jayakar Mr. S. Balasubramanian Ms.Sandhya Shekhar Mr.R.Sundar Mr.Abhaya Shankar
Allied Disciplines	Expertise or leadership experience in allied disciplines like finance, law, management, sales, marketing, administration, research, corporate governance, technical operations and human resource	Mr. Jayakar Krishnamurthy Mr.Adithya Srivatsa Jayakar Mr. Ram Ramamurthy Mr.Abhaya Shankar Mr.R.Sundar Mr.I.V.Rao Mr. S. Balasubramanian Ms.Sandhya Shekhar

2.7 Independent Directors

Mr. S. Balasubramanian, Mr.I.V.Rao, Mr.R.Sundar and Ms.Sandhya Shekhar are Independent Directors as on 31st March 2026. Performance evaluation of all Independent Directors has been done as per the criteria laid down and also taking into account the policy on board diversity. The Independent Directors have given their declaration that they have met the criteria of independence as laid down under Section 149(6) of Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Independent directors have been issued letters of appointment and the terms thereof have been posted on the Company website <https://www.ucal.com/investor/Policy/Ucal-ID-Appointment-letter.pdf>.

2.8 Separate meeting of Independent Directors

As stipulated in the code for Independent Directors under the Companies Act, 2013 and according to Regulation 25(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of Independent Directors was held on 12th February 2026 to review the performance of Non-Independent Directors including Chairman and Managing Director and the Board as a whole. The Independent Directors also assessed and reviewed the quality, quantity and timeliness of the flow of information between the Management and the Board and its Committees which is essential for effective discharge of their duties. All the Independent Directors attended the meeting.

2.9 Familiarisation programme for Independent Directors

The Board is briefed regularly by the Senior Management of the Company on the operations, plans, strategies, risks and new initiatives of the Company and the suggestions of the Board are taken on all these issues. Any new Director who joins is briefed about the history of the Company, its policies, customers, technological developments and also on operations. Factory visits are arranged for the Directors who wish to familiarize themselves with the manufacturing processes and operations of the Company. The Directors are also briefed on their role, responsibilities, duties and are kept updated on the various regulatory and legislative changes that may occur from time to time affecting the operations of the Company. The Directors are briefed on the various policies of the Company like the code of conduct for

Directors and Senior Management Personnel, policy on related party transactions, whistle blower policy and CSR policy. The familiarization programme for the Independent Directors is disclosed in the website of the Company at https://www.ucal.com/investor/Policy/UCAL_familiarisation-programme.pdf.

2.10 Criteria for appointment of Directors

The Nomination and Remuneration Committee recommends the appointment of Directors based on their qualification, expertise, integrity, credibility, trustworthiness and ability to handle issues. The need for that particular functional experience in the organization is also taken into account along with their ability and willingness to devote time for the organization. It is also ensured that all diverse fields are suitably represented on the Board. Particular emphasis is given to those with domain knowledge on the auto industry and its market and the latest developments in the field. In the case of Independent Directors, the Committee will in addition to the above satisfy itself on the Independence of Directors and take into account their ability to develop a good working relationship with the other board members and senior management together with their ability to assist the Company on issues of strategy, risk management and key appointments. In case of reappointment, the Committee will evaluate the performance before recommending reappointment.

2.11 Policy on Board diversity

The Nomination and Remuneration Committee has framed a policy on board diversity taking into account the requirements of the Company. The policy specifies the optimum combination of Executive, Independent and Non-Executive Directors needed to run the Company and the functional expertise required by them to add value to the organisation. The policy is followed every time an appointment/ re-appointment is made to the Board.

2.12 Board Evaluation

In terms of Section 134(3)(p) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board reviewed and evaluated its own performance from the following perspectives:

- a) Company Performance
- b) Corporate Ethics
- c) Performance of the Individual Directors based on their role, conduct and expertise; and

- d) Performance of the Committees, viz., Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee.

The Board upon evaluation considered itself well-balanced in terms of diversity of experience covering all the activities of the Company. The Board, after discussion and review, noted with satisfaction its own performance and that of its Committees and individual Directors.

2.13 Board confirmation on the independence of Independent Directors:

The Board of Directors of the Company do hereby confirm that, in the opinion of the Board, the Independent Directors of the Company fulfil the conditions specified SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and they are independent of the Management.

2.14 Number of Shares and convertible instruments held by Non-Executive Directors

None of the Non-Executive Directors holds Shares or Convertable instruments in the Company

3. REMUNERATION PAID TO DIRECTORS

During the financial year 2025-2056 remuneration was paid to the Chairman and Managing Director, Deputy Managing Director, Whole-time Director and Non-Executive Director. The remuneration payable to these Directors is determined by the Board on the recommendation of the Nomination and Remuneration Committee and Audit Committee. This is subject to the approval of the shareholders at the Annual General Meeting and that of the Central Government as applicable and such other authorities as may be necessary. During the financial year 2025-26, commission not exceeding 1% of the net profits of the Company to each of the Non-Executive and Independent Directors viz., Mr.S.Balasubramanian, Mr.I.V.Rao, Mr.R.Sundar and Ms.Sandhya Shekhar and sitting fees for attending the meetings of the Board and the committees were paid.

3.1 All pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity.

There were no other pecuniary relationships or transactions of the non-executive directors vis-à-vis the Company during the Financial Year ended

31st March 2026 except payment of sitting fees and commission as disclosed below.

3.2 Criteria of making payments to Non-Executive Directors

The Non-Executive/Independent Directors may receive remuneration/sitting fees and such other remuneration as permissible under the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended. All the remuneration of the Non-Executive/ Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended or any other enactment for the time being in force. The amount of such remuneration shall be an amount as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or Shareholders, as the case may be. An Independent Director shall not be eligible to get stock options and also shall not be eligible to participate in any share-based payment schemes of the Company.

3.3 Disclosures with respect to remuneration

i) Details of Remuneration including sitting fees paid to the Executive Directors and their shareholding for the year ended 31st March 2026

Name of the Director	Remuneration (In ₹)	Sitting Fees ₹	Shares held as on 31 st March 2026
Mr.Jayakar Krishnamurthy, Managing Director	3,10,41,667	-	9,03,778
Mr.Adithya Srivatsa Jayakar, Deputy Managing Director	55,22,244		
Mr.Ram Ramamurthy Whole-time Director	48,02,760	-	

The Remuneration of Managerial Personnel as mentioned above comprises of Salary and Allowances, Contribution to PF and other perquisites and benefits. No Commission on the Profits of the Company is payable to the above said Managerial Personnel except Mr. Jayakar Krishnamurthy. Mr. Jayakar Krishnamurthy has not been paid any commission on profits for FY 2025-26. The Remuneration of Managerial Personnel as mentioned above are fixed components which is in accordance with the approval of the Shareholders obtained for their appointments and remuneration.

None of the above Managerial Personnel are entitled to any Stock Options.

The Remuneration of Managerial Personnel as mentioned above are fixed components which is in accordance

with the approval of the Shareholders obtained for their appointments and remuneration. None of the above said Managerial Personnel were entitled to performance linked incentives.

ii) Details of Sitting Fees paid to Non-Executive Directors during the financial year 2025-2026

Name of the Director	Board meeting ₹	Audit Committee Meeting ₹	Nomination and Remuneration Committee Meeting ₹	Stakeholders Relationship Committee Meeting ₹	Corporate Social Responsi bility Committee Meeting ₹	Commission for the year 2024-25 ₹	Total ₹
Mr. S.Balasubramanian	2,80,000	1,75,000	20,000		15,000	6,61,000	11,51,000
Mr. I.V.Rao	2,80,000	1,75,000	20,000			6,61,000	11,36,000
Mr. R.Sundar	2,80,000	1,75,000		15,000		2,52,000	7,22,000
Ms. Sandhya Shekhar	2,80,000		20,000			-	3,00,000
Mr. Abhaya Shankar	3,20,000			15,000		-	3,35,000
Ms. Lakshminarayanan Priyadarshini						6,27,000	6,27,000
Total	14,40,000	5,25,000	60,000	30,000	15,000	22,01,000	42,71,000

iii) Details Of Shareholding of Directors as on 31st March 2026

Among the Executive Directors only Mr.Jayakar Krishnamurthy holds 9,03,778 equity shares in the Company as on 31st March 2026. None of the Independent directors hold any shares in the Company.

4. SENIOR MANAGEMENT

Particulars of Senior Management including the changes therein since the close of the previous Financial Year:

S.No	Name of the Senior Management Personnel	Designation
1	Mr. Jaisankar T	Chief Executive Officer (Upto 30.06.2026)
2	Mr. Adithya Srivatsa Jayakar	Chief Executive Officer (w.e.f.13.08.2026)
3	Mr. M.Manikandan	Chief Financial Officer
4	Mr. S. Narayan	Company Secretary
5	Mr. B.Srinivasan	Chief Technical Officer
6	Mr. Gowrishankar V	Head - HR (Upto 30.06.2026)
7	Mr. Sugumaran J	Head - HR (w.e.f.02.05.2026)
8	Mr. Girinarayanan V	Head - Electronics Engineering
9	Mr. Bala kumar N	Head - information Technology (Upto 16.06.2026)
10	Mr. J.Venkatasubramanian	General Manager - Marketing

5. AUDIT COMMITTEE

5.1 Terms of Reference

The Audit Committee conforms to Section 177 of the Companies Act, 2013, the SEBI guidelines and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in its constitution, duties, roles and responsibilities. The Audit Committee assists the Board in the dissemination of financial information and in overseeing the financial and accounting processes in the Company. The terms of reference of the audit committee covers all matters specified in Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also those specified in the Companies Act, 2013.

The terms of reference broadly include reviewing the system of internal controls, internal audit reports and action taken reports, assessing the efficacy of the internal control systems/ financial reporting systems, reviewing the adequacy of the financial policies and practices followed by the Company and also approving related party transactions. As regards related party transactions, the Audit Committee annually grants omnibus approvals for transactions that are routine or repetitive in nature and which are proposed to be undertaken / entered in the ordinary course of business at arm’s length basis. While according omnibus approvals, the Audit Committee takes into consideration the following factors viz., maximum value of the transactions and extent and manner of disclosures made to the Audit Committee.

On a quarterly basis the Audit Committee reviews related party transactions entered into by the Company pursuant to each of the omnibus approval.

The appointment and fixing of remuneration of statutory, internal and cost auditors are done by the Board on the recommendation of the Audit Committee. The Audit Committee reviews the compliance with legal and statutory requirements and the quarterly and annual financial statements and reports its findings to the Board. The Committee also reviews the performance of the internal auditor, statutory auditor and cost auditor and recommends their appointment/reappointment.

The Audit Committee takes note of any default in the payments to creditors, shareholders and governmental agencies. The Audit Committee reviews the intercorporate loans and investments and analyses the financial health of the Company and the results of its operations. The Audit Committee reviews the effectiveness of IT application across the Company and ensures its full implementation. The committee also looks into those matters specifically referred to it by the Board. Any changes in accounting policies and practice, major accounting entries involving an exercise of judgment by the management and significant adjustment in the financial statements are all approved by the audit committee.

Valuation of the assets or undertaking also requires approval of the Audit Committee as and when it is undertaken. All the recommendations to the Board by the Audit Committee during the year were accepted by the Board. The statutory auditor was present at all Audit Committee meetings and the internal auditors were present whenever required by the Committee.

5.2 Composition of Audit Committee and Attendance of each Director at Audit Committee Meetings

As on 31st March 2026 the Committee comprised of three Independent Directors and one Executive Director all of whom are financially literate and have relevant finance/audit exposure.

Mr. S. Balasubramanian is the Chairman of the Audit Committee. The members of Audit Committee as on 31st March 2026 are as follows;

- Mr. S. Balasubramanian, Independent Director - Chairman
- Mr.I.V.Rao, Independent Director - Member
- Mr.R.Sundar, Independent Director - Member
- Mr. Jayakar Krishnamurthy, Managing Director - Member

The Whole-time Director and Chief Financial Officer were the permanent invitees to the meetings of the Committee. The composition of the Audit Committee is as per Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on 29th September 2025. The Audit Committee met Five (5) times during the year on 30th May 2025, 13th August 2025, 10th November 2025, 13th January 2026 and 12th February 2026 and the time gap between any two meetings was less than four months. Necessary quorum was present for all the meetings.

5.3 The attendance of the Audit Committee Meeting held during the FY 2025-26 are as follows:

S.No	Name of the Director	Category	Status	Number of meeting held during the FY 2025-26	Number of meetings attended
1.	Mr. S. Balasubramanian	Independent Director	Chairman	5	5
2.	Mr. I.V. Rao	Independent Director	Member	5	5
3.	Mr. R.Sundar	Independent Director	Member	5	5
4.	Mr. Jayakar Krishnamurthy	Managing Director	Member	5	5

6. NOMINATION AND REMUNERATION COMMITTEE

6.1 Terms of Reference

- The main terms of reference of the Nomination and Remuneration Committee is the appointment of Directors and Key Managerial Personnel of the Company and fixing the remuneration of the Directors, Key Managerial Personnel and Senior Management. However in pursuance of Section 178 of the Companies Act, 2013 the Nomination and Remuneration Committee’s role and scope has been enhanced to include all those areas contemplated by the Companies Act, 2013. This includes
- a) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel (KMP) and Senior Management Personnel (SMP),
 - b) For every appointment of an Independent Director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description.
 - c) formulation of criteria for evaluation of Independent Directors and the Board,
 - d) devising a policy on diversity of Board of Directors,
 - e) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal,
 - f) evaluating the performance of Independent Directors, Senior Managerial Personnel and Key Managerial Personnel and making recommendations to the Board regarding their appointment, removal etc.

6.2 Remuneration policy

The policy for appointment, remuneration and evaluation of the directors and senior management

of the Company is based on the recommendations of the Nomination and Remuneration committee which lays down the criteria for the same. The remuneration policy has been framed in such a way that it will support and ensure a good work culture in the organisation. The Company does not have stock options.

The remuneration policy is designed keeping in mind various factors like financial position of the Company, trend in the industry, qualification and experience of the appointee, past performance and past remuneration of the appointee. The philosophy behind the remuneration policy is to attract and retain talented individuals and develop and motivate them to achieve the goals of the organisation. The remuneration to the Chairman and Managing Director, Deputy Managing Director, Whole-time Director and Non-Executive Director shall be in accordance to the limits / percentage / conditions laid down in the Companies Act, 2013. The remuneration to other employees will be such that it ensures a direct relationship to their performance. The remuneration policy is disclosed in the website of the Company at [https://www.ucal.com/investor/UCAL Nomination Remuneration Policy.pdf](https://www.ucal.com/investor/UCAL%20Nomination%20Remuneration%20Policy.pdf). During the year, the Nomination and Remuneration Committee reviewed the compensation and benefits of Senior Management Personnel and Key Managerial Personnel of the Company.

6.3 Composition of Nomination and Remuneration Committee and attendance of Directors

The Nomination and Remuneration Committee comprises of Non-Executive and Independent Directors. The Company Secretary is the Secretary to the Committee.

The members of Nomination and Remuneration Committee as on 31st March 2026 are as follows;

- 1. Mr.I.V.Rao - Independent Director - Chairman
- 2. Mr. S. Balasubramanian - Independent Director - Member
- 3. Ms. Sandhya Shekhar - Independent Director - Member

During the financial year 2025-2026, the Committee met on 12th February 2026. The Committee meets as and when required. The details are as follows:

S.No	Name of the Director	Category	Status	Number of meeting held during the FY 2025-26	Number of meetings attended
1.	Mr. I.V. Rao	Independent Director	Chairman	1	1
2.	Mr. S.Balasubramanian	Independent Director	Member	1	1
3.	Ms. Sandhya Shekhar	Independent Director	Member	1	1

6.4 Policy on selection and appointment of Directors and their remuneration

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his/her appointment, as per Company's Policy. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the position. The remuneration/commission etc. to be paid to Managing Director/Deputy Managing Director/ Whole-time Director, etc. shall be governed as per the provisions of the Companies Act, 2013 and rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended or any other enactment for the time being in force and the approvals obtained from the Members of the Company. The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director/ Deputy Managing Director/Whole-time Director.

The Non-Executive/Independent Directors may receive remuneration/sitting fees and such other remuneration as permissible under the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended. The amount of sitting fees shall be an amount as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. All the remuneration of the Non-Executive/ Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended or any other enactment for the time being in force. The amount of such remuneration shall be an amount as may be recommended by the Nomination and Remuneration Committee and approved by the Board

of Directors or Shareholders, as the case may be. An Independent Director shall not be eligible to get stock options and also shall not be eligible to participate in any share-based payment schemes of the Company. Remuneration Policy of the Company is attached with Board’s Report and the same can be referred to in this regard.

6.5. Performance Evaluation criteria for Independent Directors

The performance evaluation of Independent Director was carried out by the Non - Independent Directors. Structured assessment forms were used for the evaluation of Independent Directors comprising various aspects relevant to their functioning such as attendance at the Board and Committee meetings and active participation thereof, flow of information to the Board, objective judgement, adherence to the Code of Conduct, effectiveness of contribution and its impact on the Company, performance of specific duties and obligations, governance, etc.

7. STAKEHOLDERS RELATIONSHIP COMMITTEE (SRC)

7.1. Terms of Reference

Pursuant to Section 178(5) of the Companies Act, 2013, the scope of the Stakeholders Relationship Committee is to approve transactions in all types of securities, comply with all listing requirements and to effectively address the grievances of all types of security holders in the Company. The terms of reference and roles of the SRC are framed in line with provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013, inter-alia, are as under:

- To resolve the grievances of the security holders of the Company including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings etc.
- To review measures taken for effective exercise of voting rights by shareholders.

- To review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- To review of various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company

Requests received under the information and services category from the shareholders for the Financial Year 2025-2026 is given below:

S. No	Particulars	Received	Resolved	Pending at the end of the year
1	Issue of duplicate share certificate	5	5	0
2	Unclaimed dividend warrant	32	32	0
3	Procedure for loss of share certificate	2	2	0
4	Issue of duplicate dividend warrant	9	9	0
5	Procedure for transmission	3	3	0
6	General Queries	31	31	0
7	IEPF-5 certificate & dividend	5	5	0
Total		87	87	0

All complaints pertaining to companies are electronically sent through SCORES and the companies are required to view the complaints pending against them and submit Action Taken Report (ATRs) along with supporting documents electronically in SCORES. All the information and services requests received from the shareholders were attended to within the

S.No	Name of the Director	Category	Status	Number of meeting held during the FY 2025-26	Number of meetings attended
1	Mr. R.Sundar	Non Executive Independent Director	Chairman	1	1
2.	Mr. Ram Ramamurthy	Whole-time Director	Member	1	1
3	Mr. Adithya Srivatsa Jayakar	Deputy Managing Director	Member	1	1
4	Mr. Abhaya Shankar	Non Executive Director	Member	1	1

stipulated time and nothing was pending for disposal at the end of the year.

Mr.S.Narayan, Company Secretary is the Compliance Officer of the Company. For any clarification/ complaint, the shareholders may contact Mr.S.Narayan, Company Secretary at the registered office of the Company.

7.2 Composition of Stakeholder Relationship Committee and attendance of Directors

The Stakeholder Relationship Committee comprises of Non-Executive Independent Director, Whole-time Directors and Non-Executive Director. Mr. R. Sundar, Non-Executive Independent Director is the Chairman of the Committee. Mr. Adithya Srivatsa Jayakar, Deputy Managing Director, Mr.Ram Ramamurthy, Whole Time Director and Mr.Abhaya Shankar, Non Executive Director are the other members of the Committee as of 31st March 2026. For administrative convenience the Stakeholders Relationship Committee set up a Share Transfer Committee with Mr.S.Narayan, and Mr.Ram Ramamurthy as its members to approve transfers, transmissions, issue of duplicate share certificates, rematerialisation of shares, etc., and to redress investor grievance to ensure timely compliance. This Committee reports to the Stakeholders Relationship Committee.

The Compliance Officer for the purpose of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is Mr.S.Narayan, Company Secretary.

During the financial year 2025-26 the Share Transfer Committee met 6 (Six) times on 16.06.2025, 25.07.2025, 05.09.2025, 07.10.2025, 26.12.2025 and 30.01.2026 and the stakeholder Relationship Committee met on 2nd February 2026 during the year. The details are as follows:

8. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

8.1 Term of Reference

The terms of reference of the Committee are as follows:

- Formulate and recommend CSR Policy, for approval of the Board.
- Formulate and recommend to the Board, an annual action plan in pursuance to the CSR policy.
- Approve projects that are in line with the CSR policy.
- Implement CSR projects / programmes directly and through implementing agencies.
- Have monitoring mechanisms in place to track the progress of each project.
- Recommend the CSR expenditure to the Board of the Company for approval.
- Carry out impact assessment of project/ programmes, where required.
- Ensure utilization of CSR expenditure.
- Such other terms as required under statutory obligations.

8.2 Composition of Corporate Social Responsibility Committee and attendance of Directors

The Corporate Social Responsibility Committee comprises of Non-Executive Independent Director and Executive Directors. Mr S. Balasubramanian is the Chairman of the Committee. Mr.Jayakar Krishnamurthy, Managing Director, Mr.Adithya Srivatsa Jayakar, Deputy Managing Director and Mr.Ram Ramamurthy, Whole Time Director are the other members of the Committee as of 31st March 2026. The CSR Committee met on 2nd February 2026. Mr.S.Balasubramanian, Mr.Jayakar Krishnamurthy, Mr.Adithya Srivatsa Jayakar and Mr.Ram Ramamurthy attended the meeting. The Company Secretary acts as Secretary to the Committee. It recommends to the Board the CSR policy to be followed by the Company, monitors the implementation of these initiatives, reviews new proposals and recommends

the expenditure to be made on CSR activities. The average net profit for the last (3) three financial years shows profits and the Company had to mandatorily spend ₹30,43,105 towards CSR for the year 2025-26. The Company contributed the CSR amount of ₹25,43,105/- to Dr.V.Krishnamurthy Educational Foundation and ₹5,00,000 to Udhavum Ullangal Public Charitable Trust for the FY 2025-26 respectively.

9. RISK MANAGEMENT COMMITTEE

9.1 Terms of Reference

The Company has devised a suitable framework to identify and evaluate risks. Periodic assessments to identify the risk are carried out and the management is briefed on the risks in advance to enable the Company to control the risk through a properly defined plan. The risks are classified as financial risks, operational risks, market risks and statutory compliance risks. The risks are evaluated based on previous experience, probability of occurrence, probability of non deletion and its impact on business. The risks are taken into account while preparing the annual business plan for the year. Insurable risks are covered by insurance policies to protect the Company interests. The Board is also periodically informed of the risks and the actions taken to manage them. The Company manages its risks by incurring prudent capital expenditure, by ensuring that customers underwrite the capacities created specifically their requirements, by determining the prices of its products on a scientific basis based on detailed studies, by prudent financial management, by localization to protect itself from exchange risks, constant R&D efforts and by spreading its markets and manufacturing facilities geographically. The committee assists the management in assessing the market risks, competitors risks, product obsolescence risk and devises strategies to overcome the same.

9.2 Composition of Risk Management Committee and attendance of Directors

The Company does not presently fall under top 1000 listed entities determined on the basis of market capitalization as of 31st March 2026 to constitute the Risk Management Committee in terms of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

10. ANNUAL GENERAL MEETING (AGM) AND EXTRA-ORDINARY GENERAL MEETING (EGM)

10.1The details of the Annual General Meeting held in the last three years are as follows:

Venue	Financial Year	Date and Time
Video Conferencing (VC)/ Other Audio Visual Means (OAVM)	2022-23	September 29, 2023 - 3.00 p.m
Video Conferencing (VC) Other Audio Visual Means (OAVM)	2023-24	September 27, 2024 - 3.00 p.m
Video Conferencing (VC) Other Audio Visual Means (OAVM)	2024-25	September 29, 2025 - 3.00 p.m

10.2The details of the Extra-Ordinary General Meeting held during the financial year 2025-26 are as follows:

Venue	Financial Year	Date and Time
Video Conferencing (VC)/ Other Audio Visual Means (OAVM)	2025-26	April 25, 2025 - 11.15 a.m

10.3The details of special resolutions passed in AGM in the last 3 years are as follows:

AGM	Subject	Voting Pattern	
		Votes cast in favour	Votes cast Against
September 29, 2023	i. To approve the re-appointment of and remuneration payable to Mr. Abhaya Shankar (DIN:00008378) as Whole-time Director	1,55,57,440 99.99%	640 0.01%
September 27, 2024	i. To approve the re-appointment of and remuneration payable to Mr. Ram Ramamurthy (DIN:06955444), Whole-time Director	1,56,68,064 99.9927	1,149 0.0073
	ii. To approve re-appointment of Mr.I.V. Rao (DIN:00329370) as Non-Executive Independent Director for a second term of five years	1,56,68,415 99.9949	798 0.0051%
September 29, 2025	i. To approve payment of remuneration to Mr. Abhaya Shankar (DIN:00008378) as Non-Executive Director of the Company for the financial year 2026-27	1,55,44,325 99.8877	17,476 0.1123

10.4The details of special resolutions passed in the Extra-Ordinary General Meeting are as follows:

EGM	Subject	Voting Pattern	
		Votes cast in favour	Votes cast Against
25 th April 2025	i. Appointment of Ms.Sandhya Shekhar (DIN:06986369) as a Director and as an Independent Director	1,55,42,993 99.997	467 0.003

10.5. Resolution(s) Passed through Postal Ballot

During the FY 2025-26, members of the Company approved the following special resolutions by requisite majority, through postal ballot:

Date of Postal Ballot Notice	Resolution(s) passed through Postal Ballot	Votes in favour/ against the resolution (% of total number of valid votes)	Approval date	Date of Scrutiniser Report
13 th January 2026	1. To consider and approve reduction / dilution of stake in M/s. Ucal Holdings Inc.,USA (UHI) a Material Wholly Owned Subsidiary and / or cessation of control of the Company over UHI.,	Votes in favour - 99.8289% Votes against - 0.1711	13.02.2026	16.02.2026
	2. To consider and approve the sale/ transfer of the residential plot owned by the wholly owned material subsidiary M/s.Ucal Polymer Industries Limited to M/s. Sujo Land and Properties Private Limited, Promoter Group Company.	Votes in favour - 99.8279% Votes against - 0.1721%		

Procedure adopted for Postal Ballot

The Postal Ballot was carried out as per the provisions of Sections 108 and 110 and other appliable provisions of the Companies Act, 2013, read with rules framed thereunder and MCA circulars. Mr.P.Muthukumaran, M/s.P.Muthukumaran and Associates, Practising Company Secretaries, (Membership No.F-11218, Certificate of Practice No.20333) acted as Scrutiniser or conducting the Postal Ballot in a fair and transparent manner. Voting results are available on the website of the Stock Exchanges and the Company.

10.6Special Resolutions proposed to be conducted through Postal Ballot

There is no imminent proposal for passing any special resolution through Postal Ballot on or before the ensuing Annual General Meeting.

11. OTHER DISCLOSURES

11.1. Disclosure on materially significant related party transactions that may have potential conflict with the interests of listed entities at large

All related party transactions for the financial year 2025- 26 were at arm's length basis and were in the normal course of business. None of the transactions have a potential conflict with the interests of the Company at large. All Related Party Transactions with the Company's Promoters, Directors, Management, Subsidiaries or Relatives have been brought to the notice of the Board and Audit Committee which have approved the same. The Company has a policy on related party transactions and the same has been uploaded in the website of the Company [https://www.ucal.com/Investor/UCAL Related Party Transactions Policy.pdf](https://www.ucal.com/Investor/UCAL_Related_Party_Transactions_Policy.pdf). The necessary information regarding the transactions is given in Note no.41/42, Standalone / Consolidated in Notes on accounts. The Board and Audit Committee are presented with the details of related party transactions on a quarterly basis.

11.2Details of non-compliance by the listed entities, penalties and strictures imposed on the listed entity by stock exchange or the board or any other statutory authority, on any matter related to capital markets, during the last three years

There have been no instances of non-compliance by the Company on any matters related to the capital markets, nor have any penalty/strictures been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on such matters during the preceding 3 years. The Company has complied with all mandatory requirements as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company which has potential conflict with the interests of the Company.

11.3 Whistle Blower Policy/ Whistle Mechanism

In accordance with the provisions of Section 177(9) of the Companies Act, 2013 and the Rules made thereunder and also Regulation 22 of the SEBI (LODR) Regulations, 2015, the Company has an established mechanism for employees to report about unethical behaviour, illegal and unethical practices, actual or suspected fraud, or violation of the code of conduct or ethics policy and genuine concerns. It also provides for adequate safeguards against victimization of employees who avail of the mechanism. The whistle blower policy has been communicated to all employees across all locations of the Company. The policy lays down the procedure to be followed for dealing with complaints and in exceptional cases

provides direct appeal to the Chairman of the Audit Committee. The Audit Committee oversees the vigil mechanism. The Company affirms that no personnel has been denied access to the Audit Committee. The policy has been disclosed in the website of the Company [https://www.ucal.com/Investor/UCAL Whistle Blower Policy.pdf](https://www.ucal.com/Investor/UCAL_Whistle_Blower_Policy.pdf).

Further, the Company has a designated E-mail (i.e.) whistleblower@ucal.com for forwarding the complaints to the Corporate Governance Officer(Vigil) by the employees. No complaint was received during the year.

11.4Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

During the financial year 2025-26, the Company has complied with all mandatory requirements specified in Regulation 17 to 27 and Regulation 46 (2) (b) to (i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended. The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed in this Report.

11.5Web link where policy for determining 'Material' subsidiaries is disclosed:

The policies for determining material subsidiaries and related party transactions are available on the Company's website: www.ucal.com

11.6Commodity price risk or foreign exchange risk and hedging activities - Nil

11.7Details of utilisation of funds raised through preferential allotment or qualified institutions placement:

The Company has not raised any funds through preferential allotment or qualified institutional placement during the period under review

11.8Details of recommendations of Committees which were not accepted by the board along with reasons:

The Board has accepted / considered all the recommendation(s) made by Committee(s) to the Board in the relevant financial year under review.

11.9Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part:

The total fees for all services paid by the Company, to the Statutory Auditor and its network entities are given as under. The Company has not availed any services from any network entities of the Statutory Auditors, during the year under review:

Particulars	Financial Year 2025-26 (₹ in lakhs)	Financial Year 2024-25 (₹ in lakhs)
R. Subramanian and Company, LLP Chartered Accountants	34.05	30.84
Net work entities and firms (if any)	-	-
Total	34.05	30.84

11.10 Statement of Complaints in Relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Particulars	Status
Number of complaints filed during the financial year	Nil
Number of complaints disposed of during the financial year	Nil
Number of complaints pending as on end of the financial year	Nil

11.11 Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount

No loans and advances in the nature of loans to firms/companies in which directors are interested were provided during the reporting period.

11.12 Details of Material Subsidiary

Ucal Polymer Industries Limited is the Wholly owned material subsidiary of the company. It was incorporated on 9th September, 1999 at Pudhucherry M/s. R. Subramanian and Company, L.L.P. are the Statutory Auditors of the company.

12. NON-MANDATORY DISCLOSURES:

The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed below:

12.1 Shareholder rights

The quarterly / annual results after they are taken on record by the Board are sent to the stock exchanges with whom the Company is listed. The results are also published in the newspapers.

12.2 Audit Qualifications

The Audit Report for the financial year 2025-26 is an unmodified one and does not contain any qualifications.

12.3 Separate posts of Chairman and Managing Director

The posts of Chairman and Managing Director is held by the same person as permitted by the Articles of Association of the Company.

12.4 Reporting of internal auditors

The internal auditors report to the Audit Committee.

12.5 Reconciliation of Share Capital Audit

A qualified Practicing Company Secretary carried out reconciliation of share capital to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The reconciliation of share capital audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

12.6. Code for Prevention of Insider Trading Practices

SEBI vide its Notification No.SEBI/LAD-NRO/ GN/2018/59 dated 31st December 2018 has amended the SEBI (Prohibition of Insider Trading) regulations, 2015, for governing the conduct of insiders, connected persons and persons who are deemed to be connected persons on matters relating to Insider Trading.

Regulation 9 (1) contained under Chapter IV of the amended SEBI (Prohibition of Insider Trading) Regulations, 2015 mandates listed companies and Board of Directors or Head(s) of the Organisation of every intermediary to formulate a Code of Conduct (hereinafter referred to as "Code") to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with these regulations adopting the minimum standards as set out in the Regulations. The amended SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations") was effective from 17th July, 2020 to all the Designated Persons viz., Promoters, Directors, KMPs, Employees as specified and Connected Persons and their Immediate Relatives and extends to all activities within and outside an individual's duties at the Company. In compliance with the above SEBI regulation on Prevention of Insider Trading, the Company has instituted a comprehensive code of conduct and Code of Practices and Procedures for Fair

Disclosure of Unpublished Price Sensitive Information for its management and staff. The code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them of the consequences of violations.

12.7 Disclosure of accounting treatment in preparation

The Company has followed the guidelines of accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

13. NON-COMPLIANCE OF ANY REQUIREMENT OF S.NO 2 TO 10 OF SCHEDULE V OF REGULATION 34 OF SEBI (LODR) REGULATIONS, 2015

The Company has complied with all the requirement of corporate governance report which is mentioned in S. No. 2 to 10 of Schedule V of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

14. Affirmation that the corporate governance report has disclosed the extent to which the discretionary requirements as specified in Part E of the Schedule II to the Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has adopted the requirements as per Regulations 27(1) read with Part E of Schedule II of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 as detailed in this Report.

15. Disclosures with respect to demat suspense account/unclaimed suspense account:

Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year;	Not Applicable
Number of shareholders who approached listed entity for transfer of shares from suspense account during the year;	
Number of shareholders to whom shares were transferred from suspense account during the year;	
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year;	

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.	Not Applicable
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16. MEANS OF COMMUNICATION

The unaudited quarterly results of the Company are published in leading newspapers such as Financial Express and Makkal Kural. These are not sent individually to the shareholders.

The Company's website address is www.ucal.com, The website contains basic information about the Company and such other details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013. The Company ensures periodical updation of its website. The Company has designated the email-id: investor@ucal.com to enable the shareholders to register their grievances.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all data related to quarterly financial results, shareholding pattern, etc., are filed in NSE Digital Exchange platform and NEAPS and LISTING.BSE within the timeframe prescribed in this regard.

No presentations have been made to institutional investors or to analysts.

The Company website contains all relevant information and complies with Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Shareholders are requested to correspond with Company at the email address as specified below:

- e-mails regarding complaints, queries and grievances - investor@ucal.com
- e-mail regarding any general matters - ufsl.ho@ucal.com

17. CODE OF CONDUCT

The standards for business conduct provide that the Directors and the Senior Management will uphold ethical values and legal standards as the Company pursues its objectives, and that honesty and personal integrity will not be compromised under any circumstances. A code of conduct has been laid down for the Board members and Senior Management of the Company. A copy of the said code of conduct is available on the Company website. <https://www.ucal.com/Investor/UCALCode of Conduct>

As provided in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board members and Senior Management Personnel have affirmed compliance with the code of conduct for the financial year 2025-26. A declaration to this effect signed by the Chairman and Managing Director is annexed to this report.

18. CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

The Chief Executive Officer and Chief Financial Officer given an annual certification on financial reporting and internal controls to the Board in terms of Schedule II of part B of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This certificate forms part of this report.

19. GENERAL SHAREHOLDER INFORMATION:

A) Annual General Meeting

Date and time	29 th September 2026, 04.00 PM
Venue	The meeting will be conducted through Video Conferencing / Other Audio Video Means pursuant to the MCA Circular dated May 5, 2020 read with general circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 14, 2021 and May 5, 2022 as such there is no requirement to have a venue for the AGM. As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings, particulars of Directors seeking appointment / re-appointment at this AGM are given in the Annexure to the Notice of this AGM.

B) Financial Year:

1st April 2025 to 31st March 2026

C) Financial Calendar 2026-2027 (tentative)

The Board meeting for the approval of	2026-2027 (Tentative Calendar)
Unaudited results for Quarter ended June 30, 2026	13 th August 2026
Unaudited results for Quarter ended September 30, 2026	Between 1 st October 2026 to 14 th November 2026
Unaudited results for Quarter ending December 31, 2026	Between 1 st January 2027 to 14 th February 2027
Audited Results for the year ended March 31, 2027	On or before 30 th May 2027

D) Particulars of Dividend for the year ended 31st March 2026

No dividend has been declared by the Company for the year ended 31st March 2026

E) Listing of Shares

Name and address of the Stock Exchange	Stock Code
BSE Limited (BSE) New Trading Ring, 1st Floor, P J Towers, Rotunda Building Dalal Street, Mumbai – 400 001	500464
National Stock Exchange of India Limited (NSE) Exchange Plaza, 5th Floor, Plot No.C/1, G Block, BandraKurla Complex, Bandra (East), Mumbai – 400 051	UCAL
ISIN allotted by Depositories (Company ID Number)	INE139B01016
(Note: Annual Listing fees for the year 2026-27 were duly paid to the above stock exchanges)	

F) CIN: L31900TN1985PLC012343

G) Shareholding Pattern as on 31st March 2026

Particulars	No. of Share holders	Shares held in Physical form	Shares held in dematerialised form	Total No. of shares held	% to capital
Promoter and Promoter Group					
a. Bodies Corporate	5		1,46,37,653	1,46,37,653	66.19
b. Directors & their relatives	1		9,03,778	9,03,778	4.09
Public Shareholding					
I. Institutions					
a. Mutual Funds/UTI	5		1,120	1,120	0.01
b. Financial Institutions/ Banks	1		100	100	0.00
II. Non Institutions					
a. Bodies Corporate	143	1,920	3,85,919	3,87,839	1.75
b. Individuals	16,391	72,785	55,00,171	55,72,956	25.20
c. Non Resident Indians	199		87,670	87,670	0.40
d. IEPF	1		1,19,062	1,19,062	0.54
e. Limited Liability Partnership	2		5,001	5,001	0.02
f. HUF	614		3,98,396	3,98,396	1.80
h. Associate Persons (AOP)	1		50	50	0.00
Total	17,363	74,705	2,20,38,920	2,21,13,625	100.00

H) Distribution of Shareholding as on 31st March 2026

S.No	Number of Equity Shares held	Number of Shareholders	% to Shareholders	Number of Shares	% to capital
1	Up to 500	15,504	89.293	17,86,101	8.077
2	501 - 1000	947	5.454	7,50,983	3.396
3	1001 - 2000	463	2.667	6,80,162	3.076
4	2001 - 3000	178	1.025	4,58,962	2.075
5	3001 - 4000	72	0.415	2,55,421	1.155
6	4001 - 5000	58	0.334	2,69,637	1.219
7	5001 - 10000	78	0.449	5,57,398	2.521
8	Above 10001	63	0.363	1,73,54,961	78.481
	Total	17,363	100.000	2,21,13,625	100.000

I) Registrar and Transfer Agents

The contact details of Registrar and Transfer Agents as follows:

Integrated Registry Management Services Pvt. Ltd.,
SEBI Registration Number: INR000000544
Kences Towers, II Floor, No.1, Ramakrishna Street,
T.Nagar, Chennai - 600017

J) Share Transfer System

The power to approve transfer of shares has been delegated by the Board to the Share Transfer Committee which approves the share transfers and demat / remat requests in co-ordination with the RTA. The Share transfers and transmissions are approved and registered within prescribed timelines. On a yearly basis, the compliance with the share transfer / transmission formalities is audited by a Practicing Company Secretary (PCS) in terms of

Regulation 40(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchanges and a certificate to this effect is filed with the stock exchanges. As per SEBI norms, with effect from January 25, 2022, all transmission / transfer request including issuance of duplicate share certificates are mandatorily to be processed in dematerialised form only.

K) Dematerialisation of Shares and Liquidity

The Company has entered into the necessary agreements with National Securities Depository Limited and Central Depositories Services (India) Limited for dematerialisation of the shares held by investors. As of March 31, 2026, about 99% of the shareholdings have been dematerialised. The promoter and promoter group hold their entire shareholding only in dematerialised form. A comparative table of physical and demat holdings

for the current and previous financial year is given below:

Particulars	Number of Shares as on		% of total capital As on	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
Physical	74,705	81,385	0.34	0.37
Demat	2,20,38,920	2,20,32,240	99.66	99.63
Total	2,21,13,625	2,21,13,625	100.00%	100.00%

A quarterly audit was conducted by the practising Company secretary, reconciling the issued and listed capital of the Company with the aggregate of the number of shares held by shareholders in physical form and in the depositories and the said certificate was submitted to the stock exchanges in terms of regulations 76 of SEBI (Depository and Participants) Regulations, 2018 within the prescribed time limit.

Demat ISIN: INE139B01016

During the year, the Company has not issued any equity share with differential voting rights or granted stock options or sweat equity shares or any convertible instruments.

L) Unpaid/Unclaimed dividend

Pursuant to the provisions of Section 124 of the Companies Act, 2013, dividend for the financial year ended March 31, 2019 and thereafter which remain unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government.

During the financial year 2025-2026, the Company had transferred to IEPF an unclaimed dividend of ₹ 8,09,170 pertaining to the financial year 2017-18. Further the Company had filed with Registrar of Companies, the details of unpaid and unclaimed dividends lying with the Company as on date of last Annual General Meeting and the same has been uploaded on the website of the Company <https://www.ucal.com/Investor/DetailsofUnclaimedDividend>.

Under the provisions of the Companies Act, 2013 dividend that remain unclaimed for a period of seven years from the date transferred to unpaid dividend account are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. The details of Unclaimed dividend as on March 31, 2026 are as follows:

Financial Year	Dividend per share	Unpaid/ Unclaimed dividend as on 31 st March 2026	Date of declaration	Last date for claiming unpaid dividend	Due date for transfer to IEPF
2018-19	9.00	8,14,410	30.09.2019	05.11.2026	04.12.2026
2019-20			Not declared		
2020-21	2.00	2,58,731	30.09.2021	05.11.2028	04.12.2028
2021-22	2.00	2,60,001	29.08.2022	04.10.2029	03.11.2029
2022-23	2.00	1,91,867	29.09.2023	04.11.2030	03.12.2030
2023-24			Not declared		
2024-25			Not declared		

M) Transfer of shares to IEPF Authority

Pursuant to the notification of Section 124(6) and 125 of the Companies Act, 2013 read with Investor Education and Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company is required to transfer shares in respect of which dividend has not been paid or claimed for seven consecutive years or more. The Ministry of Corporate Affairs has notified depository accounts to which such shares are required to be transferred. During the year under review, the Company transferred 14,655 shares pertaining to Unclaimed dividend of 2017-18 to IEPF Authority. The shareholders, however, may claim the said shares along with corporate actions accrued by following the procedure prescribed by the IEPF authority.

The Company has remitted / transferred the dividends declared on the shares already transferred to the IEPF Authority and the details are available in the Company's website at www.ucal.com. The other benefits, if any, arising out of shares already transferred to IEPF Authority will also be received by the IEPF Authority unless those shares are claimed by the shareholders. No claim shall lie against the Company in respect of any dividend or shares transferred to the IEPF Authority. However, the shareholders may claim their shares/ dividend by filing the electronic request for the same by following the procedure prescribed on the website of IEPF at www.iepf.gov.in. The shares relating to unclaimed Dividend for FY 2018-19 are liable to be transferred to IEPF Authority during the current FY 2026-27. In this regard, the Company had already sent reminder letters to shareholders and shall intimate/ publish notice in newspapers and requisite details would be made available on the Investors section of the Company's website at www.ucal.com. The concerned shareholders are requested to claim their shares before the due dates of transfer of

shares to the IEPF, specified therein newspapers and Company website. Mr. S. Narayan is the Nodal Officer for IEPF matters. His e-mail ID is investor@ucal.com and his contact details is 044-66544719.

N) Request to Investors

Shareholders are requested to follow the general safeguards/procedures as detailed hereunder in order to avoid risks while dealing in the securities of the Company.

- Shareholders are requested to convert their physical holding to demat/electronic form through any of the DPs to avoid any possibility of loss, mutilation etc., of physical share certificates and also to ensure safe and speedy transaction in securities.
- Shareholders holding shares in physical form, should communicate the change of address, if any, directly to the Registrars and Transfer Agent of the Company.
- It has become mandatory for transferees to furnish a copy of Permanent Account Number for registration of transfer of shares held in physical mode.
- Shareholders holding shares in physical form who have not availed nomination facility and would like to do so are requested to avail the same. The form will be made available on request. Those holding shares in electronic form are advised to contact their DPs.
- As required by SEBI, it is advised that the shareholders furnish details of their bank account number and name and address of their bank for incorporating the same in the dividend warrants. This would avoid wrong credits being obtained by unauthorised persons.

O) Outstanding GDRs/ADRs/Warrants or any convertible, instrument, conversion date and likely impact on equity:

The Company has no GDRs/ADRs or any convertible instrument.

P) Commodity price risk or foreign exchange risk and hedging activities - Nil

Q) Credit Rating

As of 31st March 2026, the Company does not have any credit rating for the credit facilities availed by the Company.

R) Information to Shareholders

A brief resume of the Directors re-appointed together with the nature of their experience and details of the other directorships held by them is annexed to the Notice convening the Annual General Meeting.

S) Green Initiative in Corporate Governance

MCA has launched a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies through electronic mode and introduced e-mail address as one of the modes of sending communication to the shareholders. This initiative will facilitate fast communication and will also lead to cost saving. To support this green initiative of the Government, shareholders are requested to register their email addresses, with the DPs, in case shares are held in dematerialised form and with the Registrar and Transfer Agent, in case the shares are held in physical form and also intimate changes, if any, in their registered email addresses to the Registrar and Transfer Agent/DPs from time to time.

T) Plant Locations

The company has manufacturing Plants at Maraimalai Nagar, Bawal and Mahindra World City and to make it more convenient to identify the manufacturing facilities based on location wise instead of numerical patterns, the nomenclature of Plants were renamed by the Board of Directors at their meeting held on 27th May 2026 based on the basis of locations of the Plant as given below:

MM-1 (Erstwhile known as Plant 1)	E9-E12 Industrial Complex, Maraimalai Nagar - 603 209 Kancheepuram District, Tamil Nadu, India Tel.No.: 044-67488200 Email: ufsl.mmn@ucal.com
Corporate and R&D Centre (Erstwhile known as Plant 4)	11 B/2 (S.P) First Cross Road, Ambattur Industrial Estate, Chennai 600058, Tamilnadu, India Tel.No.:044-66544700 E-mail: ufsl.ho@ucal.com
MM-2 (Erstwhile known as Plant 6)	A3/A3, A4, A5, CMDA Industrial complex, Maraimalai Nagar, Kancheepuram, Tamil Nadu - 603 209, India Tel.No.: 044-67488400 E-mail: ufsl.pl6@ucal.com
Bawal (Erstwhile known as Plant 10)	Plot No.9, Sector 5 Growth Centre, Bawal, Rewari Tel.No.: 01284-266000 E-mail: ufsl.bwl@ucal.com
Mahindra World City (Erstwhile known as Plant 11)	A A4, Auto Ancillary SEZ Unit, 6 th Avenue Mahindra World City, Anjur Village, Natham Sub Post Office, Chengalpattu - 603002, Tamil Nadu E-mail: ufsl.ho@ucal.com

U) Address for Correspondence- To contact

To contact Registrar & Share Transfer Agents on matters relating to shares	M/s.Integrated Registry Management Services Private Limited 2 nd Floor, Kences towers, No.1 Ramakrishna Street North Usman Road, T. Nagar, Chennai 600 017 Tel: 91-44-28140801/03,Fax:91-44-28142479 E-mail: einward@integratedindia.in
For any other general matters or in case of any difficulties/grievance	Mr.S. Narayan Company Secretary UCAL LIMITED (formerly known as UCAL Fuel Systems Limited) 11 B/2 (S.P) First Cross Road, Ambattur Industrial Estate, Chennai - 600058 Tel:044-66544719 E-mail: investor@ucal.com

DECLARATION BY CHAIRMAN AND MANAGING DIRECTOR ON CODE OF CONDUCT UNDER REGULATION 17(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To
The Shareholders
UCAL LIMITED

This is to confirm that the Company has adopted a Code of Conduct for its Board of Directors and Senior Management Personnel. The Code of Conduct is available on the Company's website.

It is hereby confirmed that the Members of the Board and the Senior Management Personnel of the Company have affirmed compliance with the respective provisions of the Code of Conduct of the Company for the year ended 31st March 2026

Place : Chennai
Date : 13th August 2026

JAYAKAR KRISHNAMURTHY
CHAIRMAN AND MANAGING DIRECTOR
DIN:00018987

COMPLIANCE CERTIFICATE UNDER REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

We, Jaisankar T, Chief Executive Officer and M.Manikandan, Chief Financial Officer of UCAL LIMITED, certify that:

- We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2026 and that to the best of our knowledge and belief:
 - these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - these statements together present a true and fair view of the state of affairs of the Company and are in compliance with existing accounting standards, applicable laws and regulations.
- There are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- We accept overall responsibility for establishing and maintaining internal control for financial reporting. This is monitored by the internal audit function, which encompasses the examination and evaluation of the adequacy and effectiveness of internal control. The internal auditor works with all levels of management and statutory auditors and reports significant issues to the Audit Committee of the Board. The auditors and Audit Committee are appraised of any corrective action taken with regard to significant deficiencies in the design or operation of internal controls.
- We indicate to the Auditors and to the Audit Committee:
 - Significant changes in internal control over financial reporting during the year;
 - Significant changes in accounting policies during the year; and that the same have been disclosed in the notes to the financial statements; and
 - Instances of significant fraud of which we have become aware of and which involve management or other employees having significant role in the Company's internal control system and financial reporting. However, during the year there was no such instance of any significant fraud.

Place: Chennai
Date : 27th May 2026

JAISANKAR T
CHIEF EXECUTIVE OFFICER

M. MANIKANDAN
CHIEF FINANCIAL OFFICER

Annexure X

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS PER PROVISIONS OF CHAPTER IV OF SEBI (LODR) REGULATIONS, 2015.

To,
The Members of
UCAL Limited
Unit 11 B/2 (S.P), 1st Cross Road,
Ambattur Industrial Estate,
Chennai - 600058.

1. We have examined the compliance of conditions of Corporate Governance by UCAL Limited (“the Company”), for the year ended on 31st March 2026, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments from time to time (the “Listing Regulations”).

Management’s Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditor’s Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Opinion

5. Based on my examination of the relevant records and according to the information and explanations provided to me and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the Listing Regulations during the year ended 31st March 2026.
6. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restriction on Use

7. This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

For P MUTHUKUMARAN AND ASSOCIATES
COMPANY SECRETARIES
UCN: P2024TN099300

MUTHUKUMARAN
PARTNER

FCS No: 11218 | CP No: 20333
UDIN: F011218H000829860
Peer Review No: 7833/2026

Place: Chennai
Date: 14th July 2026

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
UCAL Limited
Unit 11 B/2 (S.P), 1st Cross Road,
Ambattur Industrial Estate,
Chennai - 600058.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of UCAL Limited having CIN L31900TN1985PLC012343 and having registered office at Unit 11 B/2 (S.P), 1st Cross Road, Ambattur Industrial Estate, Chennai - 600058 (hereinafter referred to as ‘the Company’), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of the Directors	DIN	Date of appointment in Company
1	Mr. Krishnamurthy Jayakar	00018987	01/09/2011
2	Mr. Inala Veerabhadra Rao	00329370	13/08/2021
3	Mr. Sundaram Balasubramanian	02849971	21/05/2018
4	Mr. Ram Ramamurthy	06955444	30/08/2014
5	Mr. Ramachandran Sundar	10831047	12/11/2024
6	Mr. Adithya Srivatsa Jayakar	08188358	12/11/2024
7	Mr. Abhaya Shankar	00008378	13/11/2024
8	Ms. Sandhya Shekhar	06986369	13/03/2025

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For P MUTHUKUMARAN AND ASSOCIATES
COMPANY SECRETARIES
UCN: P2024TN099300

MUTHUKUMARAN
PARTNER

FCS No: 11218 | CP No: 20333
UDIN: F011218H000829860
Peer Review No: 7833/2026

Place: Chennai
Date: 14th July 2026

INDEPENDENT AUDITORS’ REPORT

To the Members of UCAL Limited

Report on the Audit of Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of UCAL Limited (“the Company”), which comprise the Standalone Balance Sheet as at March 31, 2026, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year then ended and notes to the Standalone Financial Statements, including a summary of the material accounting policies and other explanatory information (hereinafter referred to as the “Standalone Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, total comprehensive loss (comprising of loss and other comprehensive income), the changes in equity, and its cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of

the Act. Our responsibilities under those standards are further described in the “Auditor’s Responsibilities for the Audit of the Standalone Financial Statements” section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“ICAI”) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Emphasis of Matter

We draw attention to Note No. 29(b) forming part of the Standalone Financial Statements for the year with respect to write down in the carrying amount of investments made by the Company in the erstwhile wholly owned foreign subsidiary viz., UCAL Holdings Inc., USA (UHI USA) consequent to dilution in the Company’s controlling interest from 100% to 10%.

Our opinion is not modified in respect of the above matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

The following have been considered as Key Audit Matters:

S. No.	Key Audit Matter	Auditors’ Response
1	Evaluation of uncertain tax positions: The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.	Principal Audit Procedures: (i) We obtained details of completed tax assessments and demands for the year ended March 31, 2026 from management. (ii) We involved our internal experts to analyse the management’s underlying assumptions in estimating the tax provision and the possible outcome of the disputes. (iii) We also considered legal precedence and other rulings in evaluating management’s position on these uncertain tax positions.

S. No.	Key Audit Matter	Auditors’ Response
2	Valuation of inventories: At the balance sheet date, the carrying amount of inventory amounted to Rs. 6,357.68 lakhs representing 10.09% of total assets. As per the accounting policy adopted by the Company, Inventories are valued at the lower of cost and net realisable value.	Principal Audit Procedures: To address the risk of material error on inventories, our audit procedures included amongst others: (i) Evaluated the compliance of company’s accounting policies with respect to inventory for compliance with applicable Accounting Standards. (ii) Evaluated the internal controls governing accounting of inventory and its valuation. (iii) Performed substantive audit procedures including observation of physical inventory count and sample verification of inventory valuation.

Information other than the Standalone Financial Statements and Auditors’ Report thereon

The Company’s Management and Board of Directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the Financial Statements (Both Standalone and Consolidated) and Auditors’ Report thereon. The annual report is expected to be made available to us after the date of this Auditors’ Report.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

On receipt of other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and we shall:

- (a) If the material misstatement is corrected, perform necessary procedure to ensure the correction; or
- (b) If the material misstatement is not corrected after communicating the matter to those charged with governance, take appropriate action considering our legal rights and obligations, to seek to have the uncorrected material misstatement appropriately brought to the attention of users for whom this Auditors’ report is prepared.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements by the Management that give a true and fair view of the standalone financial position, standalone financial performance (including other comprehensive income), standalone changes in equity and standalone cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for the safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation, and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, the Board of Directors is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate the Company or to cease operations or has no realistic alternative but to do so.

These Board of Directors are also responsible for overseeing the Company’s financial reporting process.

Auditors’ Responsibility for the Audit of Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditors’ report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has an adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure, and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represents the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity, and the

- (d) Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act;
- (e) On the basis of the written representations received from the Directors as on March 31, 2026 taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2026 from being appointed as a Director in terms of Section 164(2) of the Act. There is no qualification, reservation, or adverse remark relating to the maintenance of accounts and other matters connected therewith;
- (f) With respect to adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, we give our report in “Annexure-A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting with reference to Standalone Financial Statements;
- (g) With respect to the other matters to be included in the Auditors’ Report in accordance with the requirements of section 197 (16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.;
- (h) With respect to the other matters to be included in the Auditors’ Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements - Refer to Note No. 46 to Standalone Financial Statements;
 - (ii) The Company is not required to recognize any provision as at March 31, 2026 under the applicable Law or Accounting Standards, as it does not have any material foreseeable losses on long term contracts. The Company does not have any derivative contracts
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;

- (iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (v) As disclosed in Note No. 49 to the Standalone Financial Statements, the Board of Directors, at its meeting held on May 30, 2025, did not recommend any dividend for the financial year 2024-25. Furthermore, no dividend has been proposed for the financial year 2025-26 by the Board at its meeting held on May 27, 2026.
 - (vi) The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from April 01, 2023. Based on our examination, which included test checks, the Company has used accounting software for maintaining its

books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. Furthermore, the audit trail has been preserved by the Company as per statutory requirement for record retention.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of

section 143 of the Act, we give in "Annexure-B" a statement on the matters specified in paragraphs 3 and 4 of the said Order, to the extent applicable.

For M/s. R Subramanian and Company LLP,
Chartered Accountants,
ICAI Firm Registration No. 004137S/S200041

R. Kumarasubramanian
Partner
Place: Chennai M No. 021888
Date: May 27, 2026 UDIN: 26021888KXIFSL4736

"Annexure - A" to Independent Auditors' Report on the Standalone Financial Statements

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of UCAL Limited of even date)

Report on the Internal Financial Controls with reference to Standalone Financial Statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to Standalone Financial Statements of UCAL Limited ("the Company") as of March 31, 2026 in conjunction with our audit of the Standalone Financial Statements of the Company for the year then ended.

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls with reference to Standalone Financial Statements based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note"), issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Standalone Financial Statements based on our audit. We have conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to Standalone Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these Standalone Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to Standalone Financial Statements.

Meaning of Internal Financial Controls with reference to Standalone Financial Statements

A Company's internal financial control with reference to Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to Standalone Financial Statements includes those policies and procedures that:

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- 3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls over financial, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal

financial controls with reference to Standalone Financial Statements to future periods are subject to the risk that the internal financial control with reference to Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material aspects, an adequate internal financial controls with reference to Standalone Financial Statements and such internal financial controls with reference to Standalone Financial Statements were operating effectively as at March 31, 2026, based on the criteria for internal

financial control with reference to Standalone Financial Statements established by the Company, considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For M/s. R Subramanian and Company LLP,
Chartered Accountants,
ICAI Firm Registration No. 004137S/S200041

R. Kumarasubramanian
Partner
Place: Chennai M No. 021888
Date: May 27, 2026 UDIN: 26021888KXIFSL4736



“Annexure - B” to the Independent Auditors’ Report on Standalone Financial Statements

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of UCAL Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- (i) In respect of the Company's property, plant and equipment and intangible assets:
 - a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of the property, plant and equipment.
 - (B) The Company has maintained proper records showing full particulars of intangible assets.
- b) We are informed by the Company that the property, plant and equipment have not been physically verified by the management during the year though there is a regular programme of verification. In our opinion, having regard to the size of the company and nature of the assets, the verification process needs to be strengthened.
- c) Based on the examination of the documents provided to us, we report that the title deeds (including those that have been deposited with banks whose duplicate deeds are held by the Company) of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) as disclosed in the Standalone Financial Statements are held in the name of the Company as at the Balance Sheet date.
- d) The Company does not have any Right-of-use assets and has not revalued its property, plant and equipment or intangible assets or both during the year.
- e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) a) The physical verification of inventory has been conducted at reasonable intervals by the Management. In our opinion, the coverage and the procedure of such verification by the

- management is appropriate. Discrepancies of 10% or more in aggregate for each class of inventory were not noticed on such physical verification. However, regarding the inventory sent out for processing and lying with outside processing vendors, the management has been taking confirmation of stock held by concerned parties on yearly basis with respect to operating plants. Regarding in-operative plants, neither confirmation is being taken nor physical verification is conducted.
- b) The Company has been sanctioned working capital limits in excess of Rs. 5 Crores in aggregate from banks and/or financial institutions during the year on the basis of security of current assets of the Company. However, as observed from the respective sanction letters submitted to us by the management, the lenders have not stipulated any submission of quarterly returns or statements.
 - (iii) The Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or any other parties during the year. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the Company.
 - (iv) The Company has complied with the provisions of 186 of the Act in respect of loans granted, investments made and guarantees and securities provided, as applicable. Further, the Company has not granted loans or provided guarantees or securities, as covered under the provisions of sections 185 of the Act.
 - (v) The Company has not accepted any deposits or amounts which are deemed to be deposits. Accordingly, reporting under clause 3(v) of the Order is not applicable.
 - (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act and are of the opinion that prima facie, the specified accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.
 - (vii) a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and other

material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2026

for a period of more than six months from the date they became payable.

b) There are no dues of Goods and Service tax, Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and other material statutory dues which have not been deposited as on March 31, 2026 on account of any dispute except as reported below:

Name of the Statute	Nature of the Dues	Demand Amount (Rs. In Lakhs)	Period to which the amount relates	Forum where dispute is pending
Sales Tax and VAT Laws	TN Sales Tax	4.77	AY 2007-08	Set aside by Appellate Deputy Commissioner, Chennai and referred back to assessment officer for <i>De Novo</i> Assessment
	TN VAT	1,870.70	AY 2011-12 to AY 2015-16	Set aside by High Court of Madras and referred back to assessment officer for <i>De Novo</i> Assessment
	Pondicherry VAT	72.53	FY 2010-11 to FY 2017-18	High Court of Madras
	Pondicherry CST	2,042.47	FY 2010-11 to FY 2017-18	High Court of Madras
Income Tax Act 1961	Income Tax	24.84	AY 2020-21	CIT (Appeals), Chennai
	Income Tax	1,561.67	AY 2018-19	Set aside by High Court of Madras and referred back to assessment officer for <i>De Novo</i> Assessment
Central Excise Act, 1944; Goods and Service Tax Act, 2017	Duty of Excise; Goods and Services Tax	386.87	From FY 2017-18 till date	Asst. / Joint Commissioner of GST & Central Excise, Chennai and DGFT, Chennai.

(viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, reporting under clause 3(viii) of the Order is not applicable.

(ix) a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
b) The Company has not been declared wilful defaulter by any bank or financial institution or other lender.
c) The term loans were applied by the Company for the purpose for which the loans were obtained.
d) No funds raised on short-term basis have been used for long-term purposes by the Company.
e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries. Accordingly, reporting under clause 3(ix)(f) of the Order is not applicable.
(x) a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments). Accordingly, reporting under clause 3(x)(a) of the Order is not applicable.
b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year under audit. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable.
(xi) a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
b) No report under section 143(12) of the Act has been filed by the auditors in Form ADT- 4 as

prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year.

c) There are no whistle-blower complaints received by the Company during the year.
(xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
(xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Act with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the Standalone Financial Statements as required by the applicable Ind AS.
(xiv) a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
b) The internal audit reports of the Company issued for the year under audit have been considered by us.
(xv) In our opinion, during the year, the Company has not entered into any non-cash transactions with its directors or directors of its subsidiaries or persons connected with them. Accordingly, reporting on compliance with the provisions of section 192 of the Act and under clause 3(xv) of the order is not applicable.
(xvi) a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934 (2 of 1934). Accordingly, reporting under clause 3(xvi)(a) of the Order is not applicable.
b) In our opinion, the Company has not conducted any Non-Banking Financial or Housing finance activities. Accordingly, reporting under clause 3(xvi)(b) of the Order is not applicable.
c) In our opinion, the Company is not a Core Investment Company as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clause 3(xvi)(c) of the Order is not applicable.
d) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
(xvii)The Company has not incurred cash losses in the current and the immediately preceding financial year.

Accordingly, reporting under clause 3(xvii) of the Order is not applicable.

(xviii)There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable.
(xix) On the basis of the financial ratios disclosed in Note No. 44 to the standalone financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
(xx) a) There are no unspent amounts towards Corporate Social Responsibility on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable.
b) The Company has not entered into any ongoing projects under Section 135(5) of the Act. Accordingly, the reporting under clause 3(xx)(b) of the Order is not applicable.
(xxi) Reporting under clause 3(xxi) of the Order is not applicable as the same is required to be reported only in case of consolidated financial statements.

For M/s. R Subramanian and Company LLP,
Chartered Accountants,
ICAI Firm Registration No. 004137S/S200041

R. Kumarasubramanian
Partner

Place: Chennai M No. 021888
Date: May 27, 2026 UDIN: 26021888KXIFSL4736

STANDALONE BALANCE SHEET AS AT MARCH 31, 2026

(All Amounts in ₹ Lakhs unless otherwise stated)

Particulars	Note No.	As at March 31, 2026	As at March 31, 2025
ASSETS			
I. NON-CURRENT ASSETS			
(a) Property, Plant and Equipment	2	33,770.59	32,419.80
(b) Capital work-in-progress	2	2,654.05	2,615.27
(c) Intangible Assets other than Goodwill	2	1,187.45	1,611.93
(d) Financial Assets			
(i) Investments	3	868.93	11,307.16
(ii) Loans	4	267.66	250.09
(e) Deferred Tax Asset (Net)	5	-	507.52
(f) Other Non-current Assets	6	2,037.49	2,280.65
Total Non-Current Assets		40,786.17	50,992.42
II. CURRENT ASSETS			
(a) Inventories	7	6,357.68	5,651.97
(b) Financial Assets			
(i) Trade Receivables	8	9,935.65	9,800.17
(ii) Cash and Cash Equivalents	9	819.79	769.13
(iii) Bank balances other than (ii) above	10	3,016.25	3,166.25
(iv) Loans	11	908.07	739.98
(c) Other Current Assets	12	1,216.73	848.43
Total Current Assets		22,254.17	20,975.93
TOTAL ASSETS (I+II)		63,040.34	71,968.35
EQUITY AND LIABILITIES			
I. EQUITY			
(a) Equity Share Capital	13	2,211.36	2,211.36
(b) Other Equity	14	25,755.23	35,283.44
Total Equity		27,966.59	37,494.80
LIABILITIES			
II. NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	15	10,021.20	8,775.08
(ii) Other financial liabilities	16	49.75	171.86
(b) Deferred Tax Liabilities (Net)	5	20.78	-
(c) Provisions	17	987.77	683.32
Total Non-Current Liabilities		11,079.50	9,630.26
III. CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	18	8,095.17	11,036.92
(ii) Trade Payables	19		
(A) Acceptances		1,169.84	86.85
(B) Total outstanding dues to Micro Enterprises and Small Enterprises		4,749.67	4,257.43
(C) Total outstanding dues to creditors other than Micro Enterprises and Small Enterprises		7,698.69	7,023.43
(iii) Other Financial Liabilities	20	2,009.72	1,680.22
(b) Other Current Liabilities	21	45.40	571.05
(c) Provisions	22	225.75	187.39
Total Current Liabilities		23,994.25	24,843.29
TOTAL EQUITY AND LIABILITIES (I+II+III)		63,040.34	71,968.35

The accompanying notes form an integral part of these Standalone financial statements
As per our Report Attached of even date

For and on behalf of the Board of Directors

For M/s R. Subramanian and Company LLP
Chartered Accountants
ICAI Regd. No. 004137S/S200041

RAM RAMAMURTHY
WHOLE-TIME DIRECTOR
DIN: 06955444

JAYAKAR KRISHNAMURTHY
CHAIRMAN AND MANAGING DIRECTOR
DIN: 00018987

KUMARASUBRAMANIAN R
Partner
Membership No.021888
Place: Chennai
Date: 27th May 2026

JAISANKAR T
CHIEF EXECUTIVE OFFICER

S. NARAYAN
COMPANY SECRETARY
Membership No. A15425

M. MANIKANDAN
CHIEF FINANCIAL OFFICER
Membership No. 231640

STANDALONE PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2026

(All Amounts in ₹Lakhs unless otherwise stated)

Particulars	Note No.	Year Ended March 31, 2026	Year ended March 31, 2025
I. Revenue From Operations	23.1	64,664.34	58,279.83
II. Other Income	23.2	476.09	1,899.05
III. Total Income (I + II)		65,140.43	60,178.88
Expenses:			
(a) Cost of Materials Consumed	24	34,676.91	28,574.01
(b) Purchases of stock-in-Trade		3,742.16	6,130.56
(c) Changes in Inventories of Work-in-Progress and Finished Goods	24	242.38	9.80
(d) Employee Benefits Expense	25	6,920.52	6,236.16
(e) Finance Costs	26	2,113.39	2,253.61
(f) Depreciation and Amortization Expense	27	2,344.12	2,227.28
(g) Other Expenses	28	13,691.91	11,732.48
IV. Total Expenses		63,731.39	57,163.90
V. Profit/(Loss) Before Exceptional items and Tax (III - IV)		1,409.04	3,014.98
VI. Exceptional Items	29	10,607.35	-
VII. Profit/(Loss) before Tax (V - VI)		(9,198.31)	3,014.98
VIII. Tax Expense:			
Current tax	30	-	-
Deferred tax	30	478.37	754.60
Tax Expense/(Credit)		478.37	754.60
IX. Profit/(Loss) After Tax for the year (VII - VIII)		(9,676.68)	2,260.38
X. Other Comprehensive Income/(Loss)			
A. Items that will not be reclassified to profit or loss			
(i) Remeasurements of Defined benefit Plans		198.40	(245.59)
(ii) Income Tax Benefit/(Expense) relating to items that will not be reclassified to profit and loss account		(49.93)	61.81
Total Other Comprehensive Income/(Loss), net of taxes		148.47	(183.78)
XI. Total Comprehensive Income/(Loss) for the year (IX) + (X)		(9,528.21)	2,076.60
Earnings per Equity Share (EPS) (Face Value of ₹10 Each)			
Basic & Diluted in ₹	31	(43.76)	10.22

The accompanying notes form an integral part of these Standalone financial statements
As per our Report Attached of even date

For and on behalf of the Board of Directors

For M/s R. Subramanian and Company LLP
Chartered Accountants
ICAI Regd. No. 004137S/S200041

RAM RAMAMURTHY
WHOLE-TIME DIRECTOR
DIN: 06955444

JAYAKAR KRISHNAMURTHY
CHAIRMAN AND MANAGING DIRECTOR
DIN: 00018987

KUMARASUBRAMANIAN R
Partner
Membership No.021888
Place: Chennai
Date: 27th May 2026

JAISANKAR T
CHIEF EXECUTIVE OFFICER

S. NARAYAN
COMPANY SECRETARY
Membership No. A15425

M. MANIKANDAN
CHIEF FINANCIAL OFFICER
Membership No. 231640

STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2026

(All Amounts in ₹ Lakhs unless otherwise stated)

Particulars	Year ended March 31, 2026		Year ended March 31, 2025	
A. Cash Flow from Operating Activities				
Net Profit /(Loss) before tax		(9,198.31)		3,014.97
Add/(Less):				
Fair Valuation of Investment due to dilution	10,368.27		-	
Depreciation and Amortization	2,344.12		2,227.28	
(Profit)/Loss on sale of Fixed Assets (net)	(6.38)		(1,518.97)	
Decrease/(Increase) in Fair Value of Investment	69.96		(69.87)	
Dividend Income	(5.64)		(4.15)	
Interest income	(245.88)		(101.83)	
Finance Cost	2,113.39		2,253.61	
Operating Profit before Working Capital Changes		5,439.53		5,801.02
Adjustments for:				
Changes in Trade Receivables	(135.48)		(2,172.41)	
Changes in Inventories	(705.72)		(818.09)	
Changes in Other Current Assets	(368.31)		(247.84)	
Changes in Loans and advances	(185.65)		(386.98)	
Changes in Other Financial Assets	-		-	
Changes in Other Non Current Assets	241.90		(383.76)	
Changes in Trade Payables	2,250.50		(1,375.57)	
Changes in Other Financial Liabilities	329.50		(533.50)	
Changes in Other Current Liabilities	(647.77)		315.35	
Changes in Provisions	541.22		130.59	
Changes in Other Non-Current Liabilities	-		-	
Cash Generated From Operations		6,759.73		328.82
Direct Taxes Paid		1.26		94.00
Net Cash Flow from Operating Activities (A)		6,760.99		422.81
B Cash Flow from Investing Activities				
Purchase of Property, Plant and Equipment	(3,397.66)		(2,206.76)	
Purchase of Intangible Assets	-		-	
Sale of Fixed Assets	94.83		2,518.34	
Interest Received	245.88		101.83	
Sale of shares	-		0.82	
Dividends Received	5.64		4.15	
Net cash from /(used in) Investing Activities (B)		(3,051.31)		418.38

STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2026

(All Amounts in ₹ Lakhs unless otherwise stated)

Particulars	Year ended March 31, 2026		Year ended March 31, 2025	
C Cash Flow from Financing Activities				
Borrowings:				
Term loan availed	6,426.54		4,596.85	
Term loan (repaid)	(3,054.84)		(3,157.88)	
Short term borrowings net availed / (repaid)	(5,067.33)		3,396.23	
Changes in Other Bank Balances	150.00		(2,989.57)	
Finance Cost Paid	(2,113.39)		(2,253.61)	
Dividend and Dividend Tax Paid	-		-	
Net Cash from/(used in) Financing Activities (C)		(3,659.02)		(407.99)
Total (A) + (B) + (C)		50.66		433.21
Cash and Cash Equivalents at the beginning of the year		769.13		335.92
Cash and Cash Equivalents at the end of the year		819.79		769.13
D Net increase / (decrease) in cash and cash equivalents		50.66		433.21

- (a) Cash and Cash Equivalents include cash in hand and balances with scheduled bank
- (b) The above statement of cash flows is prepared using indirect method
- (c) Previous year figures have been regrouped wherever necessary

The accompanying notes form an integral part of these Standalone financial statements
As per our Report Attached of even date

For and on behalf of the Board of Directors

For M/s R. Subramanian and Company LLP Chartered Accountants ICAI Regd. No. 004137S/S200041	RAM RAMAMURTHY WHOLE-TIME DIRECTOR DIN: 06955444	JAYAKAR KRISHNAMURTHY CHAIRMAN AND MANAGING DIRECTOR DIN: 00018987	
KUMARASUBRAMANIAN R Partner Membership No.021888 Place: Chennai Date: 27 th May 2026	JAISANKAR T CHIEF EXECUTIVE OFFICER	S. NARAYAN COMPANY SECRETARY Membership No. A15425	M. MANIKANDAN CHIEF FINANCIAL OFFICER Membership No. 231640

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2026

(All Amounts in ₹ Lakhs unless otherwise stated)

A. EQUITY SHARE CAPITAL

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	2,211.36	2,211.36
Change in Equity Share Capital during the year	-	-
Balance at the end of the year	2,211.36	2,211.36

B. OTHER EQUITY

Particulars	Reserves and Surplus				Total
	Capital Reserve	General Reserves	Securities Premium	Retained Earnings	
2024-25					
Balance as at April 1, 2024 (A)	160.00	16,571.82	2,165.34	14,309.68	33,206.85
Profit / (loss) for the period	-	-	-	2,260.37	2,260.37
Other Comprehensive Income / (loss) - Net of tax	-	-	-	(183.78)	(183.78)
Total Comprehensive Income for the year 2024-25 (B)	-	-	-	2,076.59	2,076.59
Dividend paid for 2023-24 approved by shareholders in annual general meeting	-	-	-	-	-
Dividend distribution tax on above dividend	-	-	-	-	-
Total (C)	-	-	-	-	-
Balance as at March 31, 2025 (D)=(A)+(B)+(C)	160.00	16,571.82	2,165.34	16,386.27	35,283.44
2025-26					
Balance as at April 1, 2025 (A)	160.00	16,571.82	2,165.34	16,386.27	35,283.44
Profit / (loss) for the period	-	-	-	(9,676.68)	(9,676.68)
Other Comprehensive Income / (loss) - Net of tax	-	-	-	148.47	148.47
Total Comprehensive Income for the year 2025-26 (B)	-	-	-	(9,528.21)	(9,528.21)
Dividend paid for 2024-25 approved by shareholders in annual general meeting	-	-	-	-	-
Dividend distribution tax on above dividend	-	-	-	-	-
Total (C)	-	-	-	-	-
Balance as at March 31, 2026 (D)=(A)+(B)+(C)	160.00	16,571.82	2,165.34	6,858.06	25,755.23

The accompanying notes form an integral part of these Standalone financial statements
As per our Report Attached of even date

For M/s R. Subramanian and Company LLP

Chartered Accountants
ICAI Regd. No. 004137S/S200041

RAM RAMAMURTHY
WHOLE-TIME DIRECTOR
DIN: 06955444

JAYAKAR KRISHNAMURTHY
CHAIRMAN AND MANAGING DIRECTOR
DIN: 00018987

KUMARASUBRAMANIAN R

Partner
Membership No.021888
Place: Chennai
Date: 27th May 2026

JAISANKAR T
CHIEF EXECUTIVE OFFICER

S. NARAYAN
COMPANY SECRETARY
Membership No. A15425

M. MANIKANDAN
CHIEF FINANCIAL OFFICER
Membership No. 231640

For and on behalf of the Board of Directors

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Note 1

1.1. Corporate Information:

UCAL Limited is a Public Limited Company incorporated in India under the Companies Act, 1956 and its registered office is located in Chennai, Tamil Nadu. The shares of the Company are listed on the National Stock Exchange Limited (NSE) and Bombay stock Exchange Limited (BSE). The Company offers comprehensive fuel management systems for the automotive sector. The Company has manufacturing facilities across India.

1.2. Basis of preparation of financial statement:

a) Statement of Compliance:

These standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act as amended time to time.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The standalone financial statements for the year ended March 31, 2026 (including comparatives) are authorized and approved by the Board on May 27, 2026.

b) Functional and presentation currency :

These standalone financial statements are presented in Indian Rupees which is also the Company's functional currency. All amounts have been presented in Lakhs of Indian Rupees (₹), except share data and as otherwise stated.

c) Basis of Preparation:

The financial statements have been prepared on the historical cost convention under accrual basis of accounting except for certain financial assets and liabilities described in more detail in the accounting policies below, which have been measured at fair value. The financial statements are prepared on a going-concern basis.

d) Use of Estimates and Judgements:

The preparation of financial statements requires management to make certain estimates and

assumptions that affect the amounts reported in the financial statements and notes thereto. The management believes that these estimates and assumptions are reasonable and prudent. However, actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in the current and future period.

This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in the relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas where significant estimates were made by the management are:

- i) Defined employee benefit obligations- Refer Note No 40
- ii) Estimation of useful life of Property, Plant and Equipment Refer Note No 1.3(e) and 1.3(f)
- iii) Estimation and evaluation of provisions and contingencies relating to tax litigations Refer Note No 46
- iv) Estimation of value of the investment in UCAL Holding Inc.(USA) (erstwhile wholly owned foreign subsidiary) - Refer Note no 34.

1.3. Material Accounting Policies:

The accounting policies mentioned herein are relating to the standalone financial statements of the Company

a) Revenue Recognition:

A Revenue from contract with customer is accounted only when the parties to the contract has approved the contract and are committed to perform their respective obligations, each party's rights regarding the goods or services to be transferred can be identified, the payment terms for the goods or services to be transferred can be identified, the contract has a commercial substance and it is probable that the Company will collect the consideration to which it will be

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

entitle in exchange for the goods or services that will be transferred to the customer.

Sale of Products:

Revenue is recognized when the control of goods is transferred to a customer at an amount equal to the transaction price.

Interest Income:

Interest income from debt instruments is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying value of a financial asset. While calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options), but does not consider the expected credit losses.

Dividend Income:

Dividends are recognized in profit or loss only when the shareholder's right to receive payment is established and the amount of dividend can be reliably measured.

Rental Income:

Rental Income from operating leases is recognized on a straight-line basis over the lease term.

b) Cost Recognition:

Costs and Expenses are recognized when incurred and are classified according to their nature.

c) Current and Non-Current Classification:

The company presents assets and liabilities in the balance sheet based on current / non-current classification.

Cash or cash equivalent is treated as current, unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. In respect of other assets, it is treated as current when it is:

- expected to be realized or intended to be sold or consumed in the normal operating cycle
- held primarily for the purpose of trading

- expected to be realized within twelve months after the reporting period. All other assets are classified as non-current.

A liability is treated as current when:

- It is expected to be settled in the normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. Terms of liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities, as the case may be.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The company has identified twelve months as its operating cycle.

d) Property, Plant and Equipment:

All items of Property, Plant, and Equipment are stated at cost of acquisition or construction and any initially directly attributable cost of bringing the asset to its working condition for its intended use, less accumulated depreciation / amortization and Impairment, if any. Cost includes purchase price, taxes, and duties, labour cost and directly attributable overheads incurred up to the date the asset is ready for its intended use. However, cost excludes duty or tax to the extent credit of the duty or tax is availed of.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as separate asset is derecognized when replaced. All other repairs and maintenance are charged to Profit or Loss during the reporting period in which they are incurred.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/ (losses).

e) Depreciation and Amortization:

I. Depreciation is provided for property plant and equipment on straight line method to expense the cost less residual value over their estimated useful lives based on a technical evaluation and in accordance with Schedule II to the Companies Act, 2013.

II. The useful life of various class of property plant and Equipment are as provided below:

Class of Asset	Useful Life
Leasehold Land	Term of Lease
Buildings	30 years
Plant and Machinery	10-15 years
Electrical Equipment	10 years
Furniture and Fixtures	10 years
Office Equipment	5 years
Vehicles	5 years

III. The estimated useful lives and residual values are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for prospective basis.

IV. On tangible fixed assets added / disposed-off during the year, depreciation is charged on pro-rata basis from the date of addition / till the date of disposal.

V. Depreciation is not recorded on capital work-in-progress until construction and installation are complete and the asset is ready for its intended use.

VI. Property, plant and equipment with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss.

f) Intangible Assets

Purchased Intangible Assets:

Intangible assets are recognized as an asset if they meet the criteria for recognition under IndAS 38. Intangible assets purchased are recorded at cost less amortization and accumulated impairment, if any.

Intangible assets consist of rights under licensing agreement and software licences which are amortised over licence period which equates the economic useful life on a straight-line basis over the period of its economic useful life.

Intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

Amortization is provided on a straight-line basis over estimated useful lives of the intangible assets as per details below:

Class of Asset	Useful Life
Software	Up to 3 years
Technical Know how	Up to 10 years

The amortization period for intangible assets with finite useful lives is reviewed at least at each year-end. Changes in expected useful lives are treated as changes in accounting estimates.

Internally generated intangible assets:

Research costs are charged to the Statement of Profit and Loss in the year in which they are incurred. Product development costs incurred on new products are recognized as intangible assets, when feasibility has been established, the company has committed technical, financial, and other resources to complete the development, and it is probable that asset will generate probable future economic benefit.

g) Leases:

Effective April 1, 2019, the company has applied Ind AS 116 on Lease Accounting. Ind AS 116 replaces Ind AS 17.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

The company has chosen the practical expedient provided by the standard to apply Ind AS 116 only to contracts that were previously identified as leases under Ind AS 17 and therefore has not reassessed whether a contract is or contains a lease at the date of initial application. Consequently, the application of the standard has no transition impact.

The company, as a lessee, recognizes, at inception of a contract, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

At the date of commencement of the lease, the company recognizes a right-of-use ("ROU") asset representing its right to use the underlying asset for the lease term and a lease liability for all lease arrangements in which it is a lessee except for leases with a term of 12 months or less (short term leases) and leases for which the underlying assets is of low value. For such short term and assets of low value leases, the company recognizes the lease payment as an expense on a straight-line basis over the term of the lease.

At commencement date, the ROU asset is measured at cost. The cost of the ROU asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date, less any lease incentives received, plus any initial direct costs incurred. The ROU assets are subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any.

The ROU assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of ROU asset. The estimated useful lives of ROU assets are determined on the same basis as those of PPE. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the statement of profit and loss.

At the commencement date, the company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the company's incremental borrowing rate.

Lease liability and ROU assets are separately presented in the Balance Sheet. Lease payments are classified as financing cash flows while short-term lease payments, payments for leases of low value assets are classified within operating activities.

h) Impairment:

Assets are tested for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

The Company reviews its carrying value of investments in subsidiaries carried at cost (net of impairment, if any) annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for in the statement of profit and loss.

i) Foreign Currency Translation:

I. Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). I.e. in Indian rupee (INR) and all values are rounded off to nearest lakhs except otherwise indicated.

II. Transactions and Balances

- a) Transactions in foreign currencies are recorded at the spot exchange rates prevailing on the date of the transaction.
- b) Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet dates.
- c) Non-monetary items denominated in foreign currency are valued at the exchange rate prevailing on the date of transaction if the item is valued at historical cost and are not reinstated.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

- d) Non-monetary items that are measured at fair value in foreign currency are translated using the exchanges rates at the date when the fair value is measured.
- e) Exchange differences arising on settlement of transactions and translation of monetary items are recognized as income or expense in the statement of profit and loss in the year in which they arise.

j) Inventories:

Inventories are valued at the lower of cost and net realizable value. Cost of raw materials, components, stores, spares, Work-in-Progress, stock in trade and Finished Goods are ascertained on a weighted average basis.

The cost of Finished Goods and Work-in-Progress comprises of direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Costs of purchased inventory are determined after excluding rebates and discounts.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Materials and supplies held for use in the production of inventories are not written down if the finished products in which they will be used are expected to be sold at or above cost.

k) Employee Benefits:

I. Short Term Obligations:

Liabilities for wages, salaries, and bonuses, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are measured at the amounts expected to be paid when the liabilities are settled. A liability is recognised for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provide by the employee and the obligation can be estimated reliably. The liabilities are presented under other financial liabilities in the balance sheet.

II. Long-term post-employment obligation:

The company has the following post-employment benefit obligations:

- i) Defined benefit gratuity plans; and

- ii) Defined contribution plans such as provident fund

The liability or asset recognized in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The net defined benefit obligation is valued annually by an independent actuary using the projected unit credit method.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included under finance cost in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they arise, directly in other comprehensive income and are adjusted against retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

Provident Fund and Pension Plans:

The eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The contributions as specified under the law are made to the Employee Provident Fund Organization (EPFO). The Company is liable only for its fixed contributions which are required to be made in accordance with the schemes in force as notified by EPFO. All contributions made by the Company are recognized as expenses for the relevant period.

Other Long-Term Employee Benefits:

Liabilities for compensated absences are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are, therefore, measured at the present value of the expected future payments that has accrued to the employees in accordance with the company's policy for compensated absences.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

The benefits are discounted using an appropriate discount rate and are estimated using the projected unit credit method by an independent actuary. Remeasurement as a result of experience adjustments and changes in actuarial assumptions are recognized in other comprehensive income. The obligation is classified as current and non-current based on the policy stated in the notes.

The eligible employees of the company are entitled to receive benefits in respect of superannuation, a defined contribution plan, in which the company makes monthly contributions at a specified percentage of the covered employees' salary. The employees are eligible to receive the contribution made along with accumulated return thereon. The company is liable only for its fixed contributions which are required to be made in accordance with the company's policy. Being in the nature of a defined contribution plan, the contributions are accounted as an expense as and when they accrue.

l) Taxes on Income:

Tax expense comprises of current and deferred taxes.

The current tax for the period is the tax payable on the current period's taxable income computed in accordance with the Income Tax Act, 1961 applying the enacted income tax rate applicable. The current tax expense includes income tax payments relating to prior periods if any.

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets are recognized for carry forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profits will be available to utilize those unused tax credits and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current

tax assets and liabilities and when the deferred tax balances relate to the same tax jurisdiction. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

The carrying amounts of deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient tax profits arise for their utilization.

m) Government Grants:

Government Grants including non-monetary grants at fair value, are recognized only when there is reasonable assurance that the entity will comply with the conditions attaching to them and the grants will be received. The grants are recognized in profit or loss on a systematic basis over the periods in which the entity recognizes as expenses the related costs which the grants are intended to compensate.

Government grants relating to assets are presented by setting up the grant as deferred income and are credited to profit or loss on systematic basis over the useful lives of the related assets.

n) Provisions and Contingent Liabilities:

I. Provision

Provision is recognized when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates.

II. Contingent Liabilities:

The Company uses significant judgements to assess contingent liabilities. Contingent liabilities are recognized when there is a possible obligation

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognized because

- (a) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
- (b) the amount of the obligation cannot be measured with sufficient reliability a disclosure is made by way of contingent liability.

Contingent assets are neither recognised nor disclosed in the standalone financial statements.

o) Segment Reporting:

As the Company is operating in only one segment (i.e) in the business of manufacturing and sale of automotive components, there is no disclosure to be provided under IND AS 108 "Operating Segments." The Company primarily operates in India and there are no other significant geographical segments.

p) Cash and Cash Equivalents:

For the purpose of presentation in the statement of cash flows, cash comprises cash on hand and cash equivalents are short- term, highly liquid investments that are readily convertible to known amounts of cash which include, deposits held with financial institutions with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown under borrowings in current liabilities in the balance sheet.

q) Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

I. Financial Assets:

Classification:

The company classifies its financial assets in the following categories:

- Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- Those measured at amortized cost

The classification depends on the entity's business model for managing the financial assets and the contractual term of the cash flow.

Measurement:

All financial assets are initially recognized at fair value and are subsequently measured at amortized cost or fair value based on their classification.

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets. The Company has made an irrevocable election to present subsequent changes in the fair value of equity investments not held for trading in other comprehensive income.

Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless they are measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in statement of profit and loss.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Transaction costs arising on acquisition of a financial asset are accounted as below:

Nature of instrument	Treatment of transaction cost
Designated as Fair value through profit and loss	Recognized in profit and Loss Statement
Other than those designated as Fair value through Profit and Loss	Adjusted against the fair value of the instrument on initial recognition

Debt Instruments:

Subsequent measurement of debt instruments depends on the company's business model for managing the asset and the cash flow characteristics of the asset. The following are the measurement categories into which the company classifies its debt instruments.

Amortized cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on debt instrument that is subsequently measured at amortized cost and is not a part of a hedging relationship is recognized in profit or loss when the asset is de-recognized or impaired. Interest income on these financial assets is included in finance income using effective interest rate method.

Fair Value through Other Comprehensive Income and Fair Value through profit/loss:

Assets that do not meet the criteria for measurement at amortized cost are measured at Fair value through other comprehensive income unless the company elects the option to measure the same at fair value through profit or loss to eliminate an accounting mismatch.

Equity Instruments:

The company subsequently measures all investments in equity instruments other than investments in subsidiary companies at fair value. Gain/Loss arising on fair value is recognized in the statement of profit and loss. Dividends from such investments are recognized in profit or loss as other income when the company's right to receive payments is established.

Investment in Subsidiary Companies:

Investments in subsidiary companies are measured at cost less provision for impairment, if any.

Trade receivables:

Trade receivables are measured at amortized cost and are carried at values arrived after deducting allowances for expected credit losses and impairment, if any.

Impairment:

The company accounts for impairment of financial assets based on the expected credit loss model. The company measures expected credit losses on a case-to-case basis.

Derecognition and write-off:

A financial asset is derecognized only when:

- a) The contractual right to receive the cash flows of the financial asset expires or
- b) The company has transferred the rights to receive cash flows from the financial asset or
- c) The company retains the contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

Further a financial asset is derecognized only when the company transfers all risks and rewards associated with the ownership of the assets.

The gross carrying amount of a financial asset is directly reduced and an equal expenditure is recognized when the entity has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. A write-off constitutes a derecognition event.

II. Financial Liabilities:

Financial Liabilities are initially recognized at fair value, net of transaction cost incurred. Financial Liabilities are subsequently measured at amortized cost (unless the entity elects to measure it at Fair Value through Profit and Loss Statement to eliminate any accounting mismatch). Any difference between the proceeds (net of transaction cost) and the redemption amount is recognized in profit or loss over the period of the liability, using the effective interest method. Financial Liabilities are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled, or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

profit or loss as other gain / (loss). Financial Liabilities are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

- r) Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs (net of interest earned on temporary investments) directly attributable to the

acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. Interest is computed using respective rates of interest of loans taken for acquisition of specific assets (i.e. qualifying assets) for which the loans have been granted. All other borrowing costs are expensed in the year in which they occur.

Note 2: Property Plant & Equipments, Intangible assets other than goodwill & Capital work-in-progress (All Amounts in ₹ Lakhs unless otherwise stated)

Particulars	Property Plant and Equipment							Intangible Assets			Capital work-in-progress	
	Freehold Land	Leasehold Land*	Buildings	Plant and Machinery	Furniture and Fixtures	Vehicles	Office Equipment	Total	Technical Know-how	Computer Software		Total
Gross block												
As at April 01,2024	14,636.97	2,657.78	5,364.16	18,805.56	394.75	70.15	272.01	42,201.39	3,900.13	336.44	4,236.56	2,120.68
Additions	-	-	23.21	1,673.47	-	1.99	13.50	1,712.18	-	-	-	2,206.76
Disposals	(840.97)	-	(286.25)	(990.57)	-	(0.78)	-	(2,118.57)	-	-	-	
Capitalisation#												(1,712.18)
As at March 31,2025	13,796.00	2,657.78	5,101.13	19,488.47	394.75	71.36	285.51	41,794.99	3,900.13	336.44	4,236.56	2,615.27
Additions	-	-	120.52	3,099.61	123.75	0.75	14.23	3,358.88	-	-	-	3,397.66
Disposals	-	-	(0.54)	(354.89)	-	-	(1.52)	(356.95)	-	-	-	
Capitalisation#												(3,358.88)
As at March 31,2026	13,796.00	2,657.78	5,221.11	22,233.19	518.50	72.11	298.22	44,796.92	3,900.13	336.44	4,236.56	2,654.05
Accumulated Depreciation												
As at April 01,2024	-	275.81	1,722.49	6,251.96	199.96	52.27	195.66	8,698.15	1,881.61	311.99	2,193.60	-
Charge for the year		55.27	321.71	1,369.09	30.25	2.96	16.96	1,796.24	418.22	12.81	431.03	-
Disposals	-	-	(222.24)	(896.60)	-	(0.36)	-	(1,119.20)	-	-	-	-
As at March 31,2025	-	331.08	1,821.97	6,724.45	230.21	54.87	212.62	9,375.19	2,299.83	324.80	2,624.64	-
Charge for the year	-	54.78	259.37	1,545.81	39.22	1.99	18.46	1,919.64	418.22	6.26	424.48	-
Disposals	-	-	-0.39	-266.72	-	-	-1.40	(268.51)	-	-	-	-
As at March 31,2026	-	385.86	2,080.95	8,003.54	269.43	56.86	229.69	11,026.33	2,718.06	331.06	3,049.12	-
Net carrying value												
As at March 31,2025	13,796.00	2,326.70	3,279.16	12,764.02	164.54	16.49	72.89	32,419.80	1,600.29	11.64	1,611.93	2,615.27
As at March 31,2026	13,796.00	2,271.92	3,140.16	14,229.65	249.07	15.25	68.53	33,770.59	1,182.07	5.38	1,187.45	2,654.05

#Capitalisation also includes amount transferred to Intangible assets

* possession of lease hold land is transferrable at the primary term unless renewed

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(All Amounts in ₹ Lakhs unless otherwise stated)

	As at March 31, 2026	As at March 31, 2025
Note 3		
(A) Investment in Subsidiary Company		
Unquoted equity instrument carried at cost		
16,35,217 (Previous Year 16,35,217) Equity Shares of Ucal Polymer Industries Limited	571.59	571.59
Total	571.59	571.59
(B) Other Investments		
(i) Unquoted equity instrument measured at Fair Value through Profit and Loss		
(a) 1,000 (Previous Year 1,000) Equity Shares of UCAL Holding Inc. (previously Amtec Precision Products Inc.,) of USD 0.01/- each (**)	20,877.28	20,877.28
Less: Fair value through P&L(refer note no. 34)	(20,877.27)	-
Less: Provision for impairment	-	(10,509.00)
(b) 8,570 Equity shares of ₹10 each of Avironix private limited	0.86	0.86
Total	0.87	10,369.14
(ii) Quoted equity instrument measured at Fair Value through Profit and Loss		
(a) HDFC Bank Limited	278.09	347.41
(38,000 fully paid up shares of ₹ 1 each)		
(b) The Karnataka Bank Limited	8.26	6.50
(3,703 fully paid up equity shares of ₹ 10 each)		
(c) Industrial Development Bank of India Limited	9.58	12.10
(15,578 fully paid up shares of ₹ 10 each)		
(d) Union Bank of India (Erst, Corporation Bank)	0.54	0.42
(330 fully paid shares of ₹10 each)		
Total	296.47	366.43
Grand Total (A+B)	868.93	11,307.16
Aggregate amount of Unquoted Investments	572.46	10,940.73
Aggregate amount of Quoted Investments at Market Value	296.47	366.43
Aggregate amount of Quoted Investments at cost	4.52	4.52

Note: Change in classification of investments in erstwhile wholly owned foreign subsidiary viz., UCAL Holdings Inc., (“UHI”).

During the year, the Company's controlling interest got diluted from 100% to 10% on account of further issue of 9000 equity shares (Common Stock) to a new investor on March 15, 2026 by UHI. Consequently, the investment is no longer classified as an Investment in Subsidiaries and has been reclassified as an equity instrument under IND AS 109, measured at FVTPL. The carrying amount of ₹ 0.01 as at March 31, 2026 is presented under "Other Investments".

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(All Amounts in ₹ Lakhs unless otherwise stated)

	As at March 31, 2026	As at March 31, 2025		
Note 4				
Loans - Non-current				
(a) Secured, Considered Good	-	-		
(b) Unsecured, Considered Good				
(i) Security Deposits	267.66	250.09		
Total	267.66	250.09		
Note 5				
Deferred Tax				
Deferred Tax Asset				
(a) Unabsorbed Losses	26.82	707.39		
(b) Disallowed Employee Benefits Expense	348.77	317.44		
(c) Other timing difference	1,181.42	1,060.27		
(A) Sub-Total	1,557.01	2,085.10		
Deferred Tax Liability				
(d) Depreciation	1,572.52	1,573.09		
(e) Other timing difference	5.27	4.49		
(B) Sub-Total	1,577.79	1,577.58		
Net Deferred Tax Asset/(Liability) - (A-B)	(20.78)	507.52		
Movement in Deferred Tax	Depreciation	Losses	Others	Total
As at March 31, 2024-(Liability)/Asset (Charged)/ Credited:				1,200.31
- To Profit and Loss	11.43	(1,838.31)	1,072.28	(754.60)
- To Other Comprehensive Income	-	-	61.81	61.81
As at March 31, 2025 -(Liability)/Asset				507.52
- To Profit and Loss	0.57	(680.56)	201.64	(478.37)
- To Other Comprehensive Income	-	-	(49.93)	(49.93)
As at March 31, 2026-(Liability)/Asset				(20.78)
	As at March 31, 2026	As at March 31, 2025		
Note 6				
Other Non-current Assets				
Unsecured, considered good				
(a) Capital Advances to related parties	105.25	39.92		
(b) Capital Advances to suppliers	412.40	719.62		
(c) Advance Income Tax and TDS Receivable (Net of Provisions)	1,519.85	1,521.11		
Total	2,037.49	2,280.65		
Note 7				
Inventories*				
(As certified by the management)				
(a) Raw Materials and Components	2,964.85	2,228.94		
(b) Work-in-progress	687.94	506.59		
(c) Finished goods	973.74	1,397.47		
(d) Stores & Spares	63.61	59.20		
(e) Tools & Consumables	1,667.55	1,459.76		
Total	6,357.68	5,651.97		
<i>*Please refer note 1.3(I) for valuation of inventories.</i>				



NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(All Amounts in ₹ Lakhs unless otherwise stated)

	As at March 31, 2026	As at March 31, 2025
Note 8		
Trade Receivables (Refer Note 36 for ageing)		
(a) Trade Receivables considered good - secured	-	-
(b) Trade Receivables considered good - unsecured	9,935.65	9,800.17
(c) Trade Receivables which have significant increase in Credit Risk	-	-
(d) Trade Receivables - Credit impaired	-	-
	9,935.65	9,800.17
Less: Allowance for Doubtful Debts	-	-
Total	9,935.65	9,800.17
(i)Refer note 41 for balances receivable from related parties		
Note 9		
Cash and Cash Equivalents		
(a) Cash on hand	2.99	2.93
(b) Balances with banks in Current Accounts	816.80	766.20
Total	819.79	769.13
Cash and Cash Equivalents for the purpose of Cash Flow Statements	819.79	335.92
Note 10		
Other Bank balances		
(a) Fixed Deposit held under lien by Bank as Margin Money (With more than 3 months and upto 12 months maturities)	3,001.00	3,131.00
(b) Balances with banks in Unpaid Dividend Accounts	15.25	35.25
Total	3,016.25	3,166.25
Note 11		
Loans and Advances - Current		
(a) Secured, Considered Good	-	-
(b) Unsecured, Considered Good		
(i) Loans and Advances to related parties	-	-
(ii) Security Deposits	888.60	713.13
(c) Other receivables	19.47	26.86
Total	908.07	739.98
Note 12		
Other Current Assets		
Unsecured, considered good		
Advances to Suppliers	1,033.10	705.45
Prepaid Expenses	170.25	118.71
Staff Advances	13.38	24.26
Total	1,216.73	848.43

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(All Amounts in ₹ Lakhs unless otherwise stated)

	As at March 31, 2026	As at March 31, 2025
Note 13		
Equity Share Capital		
(a) Authorised Share Capital	7,500.00	7,500.00
7,50,00,000(7,50,00,000) Equity Shares of ₹10 each	7,500.00	7,500.00
(b) Issued, Subscribed and Paid Up Capital		
2,21,13,625(2,21,13,625) Equity Shares of ₹10 each fully paid	2,211.36	2,211.36
Total	2,211.36	2,211.36

(c) **Reconciliation of Number of Shares:**

Equity Shares:

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	Amount	No. of Shares	Amount
Balance as at the Beginning of the Year	2,21,13,625	2,211.36	2,21,13,625	2,211.36
Add: Issue of Shares	-	-	-	-
Balance as at the End of the Year	2,21,13,625	2,211.36	2,21,13,625	2,211.36

(d) **Rights and restrictions attached to shares**

Equity Shares: The company has one class of equity shares having a par value of ₹10 per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. The equity shareholders are entitled to receive dividend as and when declared; a right to vote in proportion to holding etc. and their rights, preference and restrictions are governed in terms of their issue under the provision for Companies Act, 2013.

(e) **Details of Shares Held by Shareholders holding More Than 5% of the Aggregate Shares in the Company**

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	%	No. of Shares	%
Carburettors Limited	1,13,20,089	51.19%	1,13,20,089	51.19%
Southern Ceramics Private Limited	15,58,515	7.05%	15,58,515	7.05%
Minica Real Estates Private Limited	13,41,882	6.07%	13,41,882	6.07%

(f) No shares were allotted as fully paid bonus shares during the 5 years immediately preceding March 31, 2026. No Shares were bought back during 5 years immediately preceding March 31, 2026.

No shares were allotted as fully paid up pursuant to contracts without payment being received in cash during 5 years immediately preceding March 31, 2026

No shares are reserved for issue under options and contracts for commitments for the sale of shares or disinvestment

No convertible into equitable/ preference shares issued during the period

No calls unpaid or share forfeited during the period

Shareholding of Group Companies

Category	As at March 31, 2026	As at March 31, 2025
Shares held by Holding Company	51.19%	51.19%



NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(All Amounts in ₹ Lakhs unless otherwise stated)

Shares held by promoters at the end of the year

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	% of total Shares	No. of Shares	% of total Shares
Carburettors Limited	1,13,20,089	51.19%	1,13,20,089	51.19%
Krishnamurthy Jayakar	9,03,778	4.09%	9,03,778	4.09%

	As at March 31, 2026	As at March 31, 2025
Note 14		
Other Equity (Refer Standalone Statement of Changes in Equity)		
(a) General Reserve	16,571.82	16,571.82
(b) Capital Reserve	160.00	160.00
(c) Securities Premium	2,165.34	2,165.34
(d) Retained Earnings	6,858.06	16,386.27
Total	25,755.23	35,283.44

General Reserve:

General reserve is created out of profits transferred from retained earnings. General Reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income. It is a free reserve eligible for distribution to shareholders subject to the provisions of The Companies Act, 2013.

Capital Reserve:

Capital Reserve represents gains that are capital in nature.

Securities Premium:

Securities premium represents the amount collected from shareholders in excess of face value towards issue of share capital. Securities Premium can be utilized in accordance with The Companies Act 2013.

	As at March 31, 2026	As at March 31, 2025
Note 15		
Non-Current Borrowings (Refer Note 42)		
(i) Bonds/Debentures		
Unlisted Non Convertible Debentures (Unsecured)	-	2,300.18
(ii) Term Loans		
- From Banks (Secured)	3,531.05	1,208.08
- From others (Secured)	5,590.15	4,366.82
- From Related parties (Unsecured)	900.00	900.00
Total	10,021.20	8,775.08
Please refer note 18 for current maturities of long term debt		
Period and continuing default on the Balance Sheet date - NIL		

Note 16		
Other Non - Current Financial Liabilities		
(a) Security Deposits	-	2.00
(b) Advance received from customers -Tooling	49.75	169.86
Total	49.75	171.86

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(All Amounts in ₹ Lakhs unless otherwise stated)

	As at March 31, 2026	As at March 31, 2025
Note 17		
Non-Current Provisions		
(i) Towards Employee Benefit Obligations (Refer Note 40)		
(a) Gratuity	874.98	591.65
(b) Compensated Absences	112.79	91.67
Total	987.77	683.32
Note 18		
Current Borrowings (Refer Note 42)		
(a) Loans from Related parties	400.00	400.00
(b) Short Term Borrowings from Banks (Unsecured)	2,092.93	2,844.73
(c) Short Term Borrowings from Others (Unsecured)	700.00	3,515.53
(d) Current Maturities of Long-term debt	4,902.23	2,776.65
(e) Unlisted Non Convertible Debentures-Unsecured	-	1,500.00
Total	8,095.17	11,036.92
Note 19		
Trade Payables (Refer Note 35 for ageing)		
(a) Acceptances	1,169.84	86.85
(b) Total outstanding dues of creditors to Micro enterprise and small enterprise	4,749.67	4,257.43
(c) Total outstanding dues of creditors other than Micro enterprise and small enterprise	7,698.69	7,023.43
Total	13,618.20	11,367.70
Refer Note no 41 for balances payable to related parties		
Disclosure requirement as per Schedule III	As at March 31, 2026	As at March 31, 2025
(As certified by the managment)		
i) Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year.	4,749.67	4,257.43
ii) Interest paid by the company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of payment made to the supplier beyond the appointed day during each accounting year.	NIL	NIL
iii) Interest due and payable for the year of delay in making payment which have been paid but beyond the appointed day during the year without payment of interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	NIL	NIL
iv) Interest accrued and remaining unpaid at the end of each accounting year.	55.53	44.67
v) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to Micro, Small and Medium Enterprise.	55.53	44.67
Interest payable in accordance with Section 15 of the MSMED Act, 2006 (and rules made thereunder as amended), to the vendors for outstanding balances remaining unpaid beyond the stipulated period, has been computed based on the MSME list provided by the Company. However, we were unable to ascertain any potential interest obligations owed to micro and small enterprises as per Section 15 of the MSMED Act, 2006 (and rules made thereunder as amended), in respect of payments made during the year that exceeded the stipulated period		
Note 20		
Other Financial Liabilities - Current balances		
(a) Unclaimed Dividend	15.25	35.25
(b) Employee Dues	1,009.83	929.28
(c) Other Current Financial Liabilities	984.64	715.69
Total	2,009.72	1,680.22



NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(All Amounts in ₹ Lakhs unless otherwise stated)

	As at March 31, 2026	As at March 31, 2025
Note 21		
Other Current Liabilities		
(a) Statutory Dues	45.40	571.05
Total	45.40	571.05
Note 22		
Short Term Provisions		
(a) Provision for Employee Benefits (Refer Note 40)		
(i) Gratuity	205.24	166.88
(ii) Compensated Absences	20.51	20.51
Total	225.75	187.39
	Year Ended March 31, 2026	Year Ended March 31, 2025
Note 23.1		
Revenue From Operations		
(a) Sale of Products	60,315.87	51,560.88
(b) Revenue From Trading Activity	3,870.24	6,151.12
(c) Other Operating Revenues	478.24	567.83
Total	64,664.34	58,279.83
Note 23.2		
Other Income		
(a) Interest Income	245.88	101.83
(b) Dividend Income	5.64	4.15
(c) Rental Income	95.57	39.58
(d) Profit on Sale of Property, Plant & Equipment	6.38	1,518.97
(e) MTM - Investment measured at Fair Value through Profit or Loss	-	69.87
(f) Exchange gain (Net)	-	73.81
(g) Other Non Operating Income	122.62	90.83
Total	476.09	1,899.05
Note 24		
A) Cost of Materials Consumed		
Opening Stock of Raw Materials	2,228.94	1,264.99
Add: Purchases during the year	35,412.82	29,537.97
Less: Closing Stock of Raw Materials	2,964.85	2,228.94
Cost of material consumed	34,676.91	28,574.01
B) Changes In Inventories Of Finished Goods And Work-In-Progress		
Inventories at the beginning of the year		
Work-in-progress	506.59	531.72
Finished goods	1,397.47	1,382.14
Total (a)	1,904.06	1,913.86
Inventories at the end of the year		
Work-in-progress	687.94	506.59
Finished goods	973.74	1,397.47
Total (b)	1,661.68	1,904.06
Changes in inventories of Finished goods & work-in-progress (a-b)	242.38	9.80

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(All Amounts in ₹ Lakhs unless otherwise stated)

	Year Ended March 31, 2026	Year Ended March 31, 2025
Note 25		
Employees Benefit Expenses		
(a) Salaries, Wages and Bonus*	6,018.24	5,312.24
(b) Contribution to Provident and Other Funds	468.62	416.76
(c) Staff Welfare Expenses	433.66	507.16
Total	6,920.52	6,236.16
*Include employee benefit expenses of R&D		
Note 26		
Finance Costs		
(a) Interest expenses*	1,998.37	1,930.58
(b) Other Borrowing Cost	115.03	323.03
Total	2,113.39	2,253.61
* ₹101.73 Lakhs have been capitalised during the year against qualifying assets using respective rate of interest of loans taken for acquisition of specific assets for which the loans have been granted		
Note 27		
Depreciation and amortisation expenses		
(a) Depreciation of Property, Plant and Equipment	1,864.86	1,740.98
(b) Amortisation of Intangible Assets	424.48	431.03
(c) Depreciation on leasehold land	54.78	55.27
Total	2,344.12	2,227.28
Note 28		
Other Expenses		
(a) Tools and stores consumed	2,273.61	1,950.16
(b) Power & Fuel	1,773.19	1,579.07
(c) Repairs & Maintainance		
- Building	8.00	67.13
- Plant & Machinery	473.77	273.77
- Others	377.22	411.15
(d) Postage, Telephone, Fax, etc.	31.87	53.85
(e) Insurance	163.09	148.84
(f) Rates and Taxes	105.60	127.11
(g) Rent	298.68	348.80
(h) Directors Sitting Fees	42.71	43.71
(i) Auditors Remuneration		
- For Audit Fees	23.00	20.00
- For Certificates	2.05	1.84
- For Limited review	9.00	9.00
- For Out of pocket expenses	1.88	2.17
(j) Travelling Expenses	671.60	657.58
(k) Packing Charges	605.02	616.93
(l) SubContract Charges	353.93	275.93
(m) Carriage Outwards	838.72	628.52
(n) Professional Charges	585.18	519.67
(o) Corporate Social Responsibility	30.43	24.86
(p) Exchange Loss on Transactions and Translations (Net)	21.16	-

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(All Amounts in ₹ Lakhs unless otherwise stated)

	Year Ended March 31, 2026	Year Ended March 31, 2025
(q) MTM Loss on investments	69.96	-
(r) Manpower hiring on contract	2,811.54	2,174.81
(s) Other Expenses	2,120.69	1,797.58
Total	13,691.91	11,732.48
Note 29		
Exceptional Items		
(a) Statutory impact of new labour code*	239.08	-
(b) Change Due to Fair Valuation of Investment#	10,368.27	-
Total	10,607.35	-
*On November 21, 2025, the Government of India notified provisions of the code on wages, 2019, the Industrial relations code, 2020, the code on social security, 2020 and the Occupational Safety, Health and Working condition code, which consolidate 29 existing labour laws into a unified framework governing employee benefits during employment and post-employment. The Ministry of Labour and Employment published draft Central rules and FAQs to facilitate the assessment of the financial impact due to the new labour codes. The Company has assessed and disclosed the incremental impact of these changes on the basis of best information available, consistent with the guidance provided by Institute of Chartered Accountant of India. The labour code, amongst other things, introduce changes, including a uniform definition of wages. These changes have resulted in increase in gratuity liability arising from past service by ₹ 239.08 Lakhs, Considering the materiality and regulatory - driven, non - recurring nature of this development, the Company has presented such incremental impact as "Statutory impact of New Labour Code" under "Exceptional items" in the Standalone Statement of Profit and Loss for the year ended March 31, 2026. The Company continues to monitor the finalisation of Central / State rules and clarifications from the Government on Various other aspects of New Labour Codes and would give appropriate accounting effect of such development in the period in which they are notified.		
# This represents write down in the carrying amount of investments made by the Company in the erstwhile wholly owned foreign subsidiary viz., UCAL Holdings Inc., USA (UHI USA) consequent to dilution in the Company's controlling interest from 100% to 10% on account of further issue of 9000 equity shares (Common Stock) to a new investor on March 15, 2026 by UHI USA. The recognition, measurement, presentation and disclosure of fair value through statement of profit and loss is in accordance with the principles laid down in Ind AS 110 "Consolidation of Financial Statements" issued by the Ministry of Corporate Affairs.		
Note 30		
Tax Expenses		
(a) Income Tax		
Current Tax on Profits for the year	-	-
Sub-Total (A)	-	-
Deferred Tax		
Decrease /(Increase) in deferred tax assets	478.15	776.46
(Decrease)/Increase in deferred tax liabilities	0.22	(21.86)
Remeasurement of Deferred Tax on account of New Tax Regime	-	-
Sub-Total (B)	478.37	754.60
(A)+(B)	478.37	754.60
(b) Reconciliation of tax expense and the accounting profit multiplied by India's Tax Rate		
Profit before Income Tax Expense	(9,198.31)	3,014.97
Tax at Indian Tax Rate of 25.168% /(March 31,2025 25.168%)	(2,315.03)	758.81
Deduction under Scientific and Research Expenditure Sec 35(2AB)	-	-
Income Tax impact of difference between Book Depreciation and Depreciation under Tax Laws	87.70	110.84
Expenses not allowed under the Income Tax Act, 1961	211.91	59.06
Incomes not chargeable to Tax	2,618.27	(402.87)

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(All Amounts in ₹ Lakhs unless otherwise stated)

	Year Ended March 31, 2026	Year Ended March 31, 2025
Loss brought forward set off - Regular Provisions	(747.89)	(1,191.56)
Expenses allowable Only upon payment under the Income Tax Act, 1961	145.03	665.73
Additional Income tax on account of applicability of Sec 115JB	-	-
Income Tax relating to earlier Years		-
Current Tax	-	-
Deferred Tax on Business Loss (Created)/Charged	680.56	1,838.31
Deferred Tax Other Items	(202.29)	(1,083.70)
Minimum Alternate Tax Credit u/s. 115JAA	-	-
Income Tax Expense	478.37	754.60
Effective Rate of Tax	(5.20%)	25.03%
Note 31		
Earnings per share (EPS) (basic and diluted) :		
a) Profit after taxation	(9,676.68)	2,260.37
b) Weighted average number of equity shares	2,21,13,625	2,21,13,625
c) Nominal value of shares	2,211.36	2,211.36
d) Earnings per share (a / b)	(43.76)	10.22

32. Windmill Power Generation:

Electricity charges debited to Profit & Loss account is net of ₹ 159.44 Lakhs (Previous year ₹ 127.15 lakhs) being the electricity generated through company owned Wind Turbine Generators.

33. Managerial Remuneration:

Managerial Remuneration provided/ paid for the year ended 31st March 2026 based on the approval stands at ₹ 428.85 lakhs.

34. Effective March 15, 2026, the Company's holding in equity shares in erstwhile wholly owned subsidiary viz., UCAL Holdings Inc., ("UHI") stands diluted to 10% from 100% consequent to further issue of 9000 equity shares (Common Stock) @ USD 0.01 per share to a new investor.

As per the principles laid down in IND AS 110 "Consolidated Financial Statements", the Company has recognized and accounted the investment retained in UHI at its fair value when control is lost and has recognized the loss associated with the loss of control attributable to the former controlling interest.

35. Trade payables ageing schedule:

The ageing schedule for trade payable due for payment is disclosed herewith for FY 2025-26 (₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Current but not due	Less than 1 year	1-2 Years	2-3 years	More than 3 years	Total
(i) MSME	2,744.16	1,941.24	29.73	34.55	-	4,749.67
(ii) Others	3,691.29	3,618.66	273.93	50.46	64.35	7,698.69
(iii) Disputed dues MSME	-	-	-	-	-	-
(iv) Disputed dues Others	-	-	-	-	-	-
Acceptances	1,169.84	-	-	-	-	1,169.84
Total	7,605.30	5,559.90	303.65	85.28	64.08	13,618.20



NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

The ageing schedule for trade payable due for payment is disclosed herewith for FY 2024-25 (₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Current but not due	Less than 1 year	1-2 Years	2-3 years	More than 3 years	Total
(i) MSME	2,639.02	1,551.97	66.44	-	-	4,257.43
(ii) Others	3,356.76	3,537.37	66.81	60.10	2.38	7,023.43
(iii) Disputed dues MSME	-	-	-	-	-	-
(iv) Disputed dues Others	-	-	-	-	-	-
Acceptances	86.85	-	-	-	-	86.85
Total	6,082.63	5,089.34	133.25	60.10	2.38	11,367.70

36. Trade receivable ageing schedule:

The ageing schedule for trade receivable due for payment is closed herewith for FY 2025-26 (₹ in lakhs)

Particulars	Outstanding from following periods from due date of payment						
	Current but not due	Less than 6 months	6 months- 1 years	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	7,157.98	1,371.69	437.42	909.75	35.40	23.41	9,935.65
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	7,157.98	1,371.69	437.42	909.75	35.40	23.41	9,935.65

The ageing schedule for trade receivable due for payment is closed herewith for FY 2024-25 (₹ in lakhs)

Particulars	Outstanding from following periods from due date of payment						
	Current but not due	Less than 6 months	6 months- 1 years	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	6,870.22	2,625.11	184.29	63.20	12.07	45.29	9,800.17
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	6,870.22	2,625.11	184.29	63.20	12.07	45.29	9,800.17

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

37. Fair Value Measurements:

Classification of Financial Instruments: (₹ in lakhs)

Description	As at 31 st March 2026		As at 31 st March 2025	
	FVTPL*	Amortized Cost	FVTPL*	Amortized Cost
Financial Assets				
Investments				
Equity Instruments	297.34	571.59	367.29	10,939.87
Security Deposits		1,175.72		990.07
Trade Receivables		9,935.65		9,800.17
Cash and Cash Equivalents		819.79		769.13
Other Financial Assets		3,016.25		3,166.25
Total	297.34	15,519.01	367.29	25,665.49
Financial Liabilities				
Borrowings		18,116.37		19,812.00
Trade Payables		13,618.20		11,367.70
Other Financial Liabilities		2,059.47		1,852.08
Total		33,794.04		33,031.78

*FVTPL=> Fair Value through Profit and Loss

a. Financial Assets and Liabilities not carried at Fair Values:

The management considers that the carrying amount approximates the fair value in respect of financial assets and financial liabilities carried at amortized cost, such fair values have been computed using Level 3 inputs.

b. Assets and Liabilities that are measured at Fair Value on a recurring basis: (₹ in lakhs)

Description	Fair Value Hierarchy	As at 31 st March 2026	As at 31 st March 2025
Equity Instruments			
HDFC Bank Limited	Level 1	278.09	347.41
The Karnataka Bank Limited	Level 1	8.26	6.50
IDBI Bank Limited	Level 1	9.58	12.10
Union Bank of India(Erst, Corporation bank)	Level 1	0.54	0.42
Total		296.47	366.43

Fair Value Hierarchies as per Indian Accounting Standard 113 - Fair Value measurement:

Level 1: Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date. The assets included in this hierarchy are listed equity shares that are carried at fair value using the closing prices of such instruments as at the close of the reporting period.

Level 2: Level 2 hierarchy uses inputs that are inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly. As on the balance sheet date there were no assets or liabilities for which the fair values were determined using Level 2 hierarchy.

Level 3: Level 3 hierarchy uses inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

There were no transfers between fair value hierarchies during the reported years. The company's policy is to recognize transfers in and transfers out of fair value hierarchy levels as at the end of the reporting period.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

38. Financial Risk Management:

The company is exposed primarily to risks in the form of Market Risk, Foreign Currency Risk, Liquidity Risk, Interest Rate Risk, Equity Price Risk and Credit Risk. The risk management policies of the company are monitored by the board of directors. The focus of the management is to assess the unpredictability of the financial environment and to mitigate potential adverse effects on the financial performance of the Company.

The nature and extent of risks have been disclosed in this note.

a) Market Risk

The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. The Company's Market risk is primarily on account of: currency risk, interest rate risk and other price risk.

i. Currency Risk:

The company has foreign currency receivable and payables denominated in currency other than INR exposing the company to currency risk. The company's significant foreign currency exposures at the end of the reporting period expressed in INR is as below:

₹ in lakhs)

Particulars	As at 31 st March 2026						As at 31 st March 2025				
Currency	EUR	USD	JPY	GBP	CHF	CNY	EUR	USD	JPY	GBP	CHF
Financial Assets											
Trade Receivables	5.45	1,410.35	36.07	-	-	-	4.60	1,114.24	48.56	-	-
Total (A)	5.45	1,410.35	36.07	-	-	-	4.60	1,114.24	48.56		
Financial Liabilities											
Trade Payables	-	589.41	4.66	-		1.29	1.66	265.85	9.46	1.22	2.48
Total (B)	-	589.41	4.66	-	-	1.29	1.66	265.85	9.46	1.22	2.48
Net Exposure (A) - (B)	5.45	820.94	31.42	-	-	(1.29)	2.95	848.39	39.10	(1.22)	(2.48)

The Company is exposed to foreign currency risk as it does not hold any forward contracts for hedging the risk. Any weakening in the functional currency might increase the cost of imports.

Sensitivity Analysis

The sensitivity of profit or loss and equity to changes in the USD exchange rate arises mainly from foreign currency denominated financial instruments as disclosed above and has been computed in assuming an 5% increase or decrease in the exchange rate

Particulars	Impact on Profit after Tax*		Impact on Equity*	
	As at 31 st March 2026	As at 31 st March 2025	As at 31 st March 2026	As at 31 st March 2025
USD Sensitivity				
INR/USD increases by 5%	30.72	31.74	30.72	31.74
INR/USD decreases by 5%	(30.72)	(31.74)	(30.72)	(31.74)
EUR Sensitivity				
INR/EUR increases by 5%	0.20	0.11	0.20	0.11
INR/EUR decreases by 5%	(0.20)	(0.11)	(0.20)	(0.11)
JPY Sensitivity				

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Particulars	Impact on Profit after Tax*		Impact on Equity*	
	As at 31 st March 2026	As at 31 st March 2025	As at 31 st March 2026	As at 31 st March 2025
INR/JPY increases by 5%	1.18	1.46	1.18	1.46
INR/ JPY decreases by 5%	(1.18)	(1.46)	(1.18)	(1.46)
GBP Sensitivity				
INR/JPY increases by 5%	-	(0.05)	-	(0.05)
INR/ JPY decreases by 5%	-	0.05	-	0.05
CHF Sensitivity				
INR/JPY increases by 5%	-	(0.09)	-	(0.09)
INR/ JPY decreases by 5%	-	0.09	-	0.09
CNY Sensitivity				
INR/JPY increases by 5%	(0.05)	-	(0.05)	-
INR/ JPY decreases by 5%	0.05	-	0.05	-

*Holding all other variables constant. In management’s opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

ii. Interest Rate Risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The company has availed loans at floating interest rate exposing the company to interest rate risk. The company has not hedged its interest rate risk using interest rate swaps and is exposed to the risk. The total exposure of the company to interest rate risks at the balance sheet date has been disclosed below:

(₹ in lakhs)

Particulars	As at 31 st March 2026		As at 31 st March 2025	
	INR	%	INR	%
Borrowings Total	18,116.37	100	19,812.00	100

Sensitivity Analysis:

The sensitivity to the changes in the interest rate have been determined by assuming that the amount of liability as at the end of the reporting period was outstanding throughout the year. A 50-basis point’s fluctuation has been used to demonstrate the sensitivity of profit or loss and equity to interest rate holding all other variables constant.

(₹ in lakhs)

Particulars	Impact on Profit after tax and Equity	
	Year ended 31 st March 2026	Year ended 31 st March 2025
Interest rate increases by 50 bps	(67.78)	(74.13)
Interest rate decreases by 50 bps	67.78	74.13

iii. Equity Price Risk:

Investments in equity instruments of the subsidiary companies are not held for trading and are carried at cost, hence are not exposed to equity price risk. The company holds certain investments in equity instruments that are quoted in stock exchanges and such investments are designated as measured at fair value through profit and loss statement exposing the company to equity price risk. Exposure to Equity price risk was INR 296.47 lacs (INR 366.43 lacs).

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Sensitivity Analysis:

(₹ in lakhs)

Particulars	Impact on Profit and Equity	
	As at 31 st March 2026*	As at 31 st March 2025*
5% increase in Equity Prices	14.82	18.32
5% Decrease in Equity Prices	(14.82)	(18.32)

*Before tax

b) Liquidity Risk:

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The company has obtained fund and non-fund based working capital limits from various bankers which is used to manage the liquidity position and meet obligations on time.

Maturity Analysis of Non-Derivative Financial Liabilities:

(₹ in lakhs)

Particulars	Due in 1 st Year	Due between 1 to 5 years	Carrying Amount as on 31 st March 2026
March 31st 2026			
Borrowings	8,095.17	10,021.20	18,116.37
Trade Payables	13,618.20	-	13,618.20
Other Financial Liabilities	2,009.72	49.75	2,059.47
Total	23,723.09	10,070.95	33,794.04

c) Credit Risk:

Credit Risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The management evaluates the Credit Risk of individual financial assets at each reporting date. An expected credit loss is recognized if the Credit Risk has increased significantly since the initial recognition of the financial instrument. In general, the Company assumes that there has been a significant increase in Credit Risk since initial recognition if the amounts are 30 days past due from the initial or extended due date. However, in specific cases the Credit Risk is not assessed to be significant even if the asset is due beyond a period of 30 days depending on the credit history of the customer with the Company and business relation with the customer. A default on a financial asset is when the counter party fails to make contractual payments within 1 year from the date they fall due from the initial or extended due date. The definition of default is adopted given the industry in which the entity operates.

Write off of Financial Assets:

To the extent a financial asset is irrecoverable, it is written off by recognizing an expense in the statement of profit and loss. Such assets are written off after obtaining necessary approvals from appropriate levels of management when it is estimated that there is no realistic probability of recovery and the amount of loss has been determined. Subsequent recoveries, if any of amounts previously written off are recognized as an income in the statement of profit and loss in the period of recovery.

The company considers the following to be indicators of remote possibility of recovery:

- a) The counterparty is in continuous default of principal or interest payments
- b) The counterparty has filed for bankruptcy

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

- c) The counterparty has been incurring continuous loss during its considerable number its past accounting periods

The company assesses changes in the credit risk of a financial instrument taking into consideration ageing of bills outstanding on the reporting date, responsiveness of the counterparty towards requests for payment, forward looking information including macroeconomic information and other party specific information that might come to the notice of the company. In general, it is assumed that the counterparty continues his credit habits in future.

During the year 2017-18, the company wrote off ₹ 2,854.06 Lakhs of Trade Receivables and ₹12,337.79 Lakhs of loan receivable from Ucal Holding Inc., (Previously Amtec Precision Products Inc), erstwhile wholly owned subsidiary. The company is awaiting approval from RBI for the said write off.

The company does not hold any security/collateral against its trade receivables, lease receivables, loans, and deposits.

Overview of Expected Credit Loss (ECL) principles:

In accordance with Ind AS 109, the Company uses ECL model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

An expected credit loss is recognized if the Credit Risk has increased significantly since the initial recognition of the financial instrument. In general, the Company assumes that there has been a significant increase in Credit Risk since initial recognition if the amounts are 30 days past due from the initial or extended due date. However, in specific cases the Credit Risk is not assessed to be significant even if the asset is due beyond a period of 30 days depending on the credit history of the customer with the Company and business relation with the customer. A default on a financial asset is when the counter party fails to make contractual payments within 1 year from the date they fall due from the initial or extended due date. The definition of default is adopted given the industry in which the entity operates.

Trade receivables:

Trade receivables are measured at amortized cost and are carried at values arrived after deducting allowances for expected credit losses and impairment, if any. Purchase orders are released by customers after due verification from companies end in line with the discussion and development undertaken with individual customers. The Invoices are raised after PO is received from individual customers.

The company has no instances of credit loss or receivable becoming non-recoverable based on the practices followed by the company. There are certain deductions in the invoices raised from the customers which are in respect of (i) Shortage of quantity received, (ii) Price differentials, (iii) Warranty debits, and (iv) line rejections as and when reported.

All the above reported instances except for the warranty deduction are related to certain procedural laps at and in some cases customer end and it can be addressed only after occurrence of loss and company cannot forecast the same. Internal controls have been strengthened to avoid such recurrences and also the extent of such recoveries have reduced during the current financial year.

In respect of warranty deduction, company has already documented guidelines for accounting expected credit loss.

As the company follows the practice of raising purchase orders based on the customer requirements and producing the desired quantities based on customers' orders in hand the customer deduction and rejections are properly been accounted in the books of account as and when the same arises and the same are adjusted against future receipts and invoices with customer. The risk of expected credit loss on this front is NIL except for warranty recoveries.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Investments:

Investments of surplus funds are made only with approval of Board of Directors. Investments primarily include investments in equity instruments of various listed entities and power generation companies. The Company does not expect significant credit risks arising from these investments.

Impairment of other financial assets:

The company accounts for impairment of financial assets based on the expected credit loss model. The company measures expected credit losses on a case to case basis.

The company categories the financial assets into following classes based on credit risk:

Grade	Description	Extent of Loss recognized
A	High Quality Asset, the risk of default is negligible or nil	12 month expected Credit Loss
B	Standard Asset, the risk of default is low and the counterparty has sufficient financial strength to meet the obligations	12 month expected Credit Loss
C	Low Quality Asset, the risk of default is considerable and there has been a significant increase in the credit risk since initial recognition	Lifetime Expected Credit Losses
D	Possibility of recovery is negligible and the asset is written off	Asset is written off

Grade wise credit risk exposure on the reporting date: (₹ in lakhs)

Grade	As at 31 st March 2026					As at 31 st March 2025				
	Equity Instruments	Deposits and advances	Cash and Bank Balances	Trade and Lease Receivables	Other Financial Assets	Equity Instruments	Deposits and advances	Cash and Bank Balances	Trade and Lease Receivables	Other Financial Assets
A	297.34	1,175.7	819.8	9,935.6	3,016.3	367.29	990.1	769.1	9,800.2	3,166.3
B	-	-	-	-	-	-	-	-	-	-
C	-	-	-	-	-	-	-	-	-	-

39. Capital Management:

The company manages its capital to ensure the continuation of going concern, to meet the funding requirements and to maximize the return to its equity shareholders. The company is not subject to any capital maintenance requirement by law. Capital budgeting is being carried out by the company at appropriate intervals to ensure availability of capital and optimization of balance between external and internal sources of funding. The capital of the company consists of equity shares and accumulated internal accruals. Changes in the capital have been disclosed with additional details in the Statement of Changes in Equity.

The company's objectives when managing capital are to

- Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefit for other stakeholders, and
- Maintain an optimal capital structure to reduce the cost of capital.

The company monitors capital on the basis of the following gearing ratio: Net Debt (Total borrowings net of cash and cash equivalents) divided by Total 'Equity' (as shown in the balance sheet). The company strategy is to maintain an optimum gearing ratio. The gearing ratios were as follow:

(₹ in lakhs)		
Particulars	31 st March 2026	31 st March 2025
I. Net Debt	17,296.58	19,042.87
II. Total Equity	27,966.59	37,494.80
III. Net Debt to Equity Ratio	0.62	0.51

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

40. Employee Benefit Obligations:

Defined benefit as per actuarial Valuation: (₹ in lakhs)

Particulars	Gratuity			Leave Salary		
	Present Value of Obligation(A)	Fair Value of Plan Assets (B)	Net Amount C=(A-B)	Present Value of Obligation	Fair Value of Plan Assets	Net Amount
As at 31 st March 2024	1,180.60	769.36	411.24	83.29	-	83.29
Current service cost	77.70		77.70	32.76		32.76
Interest expense/(income)	84.35	54.97	29.38	5.95		5.95
Other adjustment				(9.82)		(9.82)
Total amount recognized in profit and loss account	162.05	54.97	107.08	28.89	-	28.89
Remeasurements						
Return on plan assets, excluding amounts included in interest expense / (income)		(9.26)	9.26			
(Gain) / loss from change in financial assumptions	39.22		39.22			
Experience (gains) / losses	197.11		197.11			
Total amount recognized in other comprehensive income	236.33	(9.26)	245.59	-	-	-
Employer contributions		5.38	(5.38)			
Benefit payments	(58.70)	(58.70)	-			
As at 31 st March 2025	1,520.28	761.75	758.52	112.18	-	112.18
Current service cost	93.58		93.58	7.91		7.91
Past service cost	239.08		239.08			-
Interest expense/(income)	103.86	46.93	56.93	7.46		7.46
Other adjustment		(145.67)	145.67	5.75		5.75
Total amount recognized in profit and loss account	436.52	(98.74)	535.26	21.12	-	21.12
Remeasurements						
Return on plan assets, excluding amounts included in interest expense / (income)		0.01	(0.01)			-
(Gain) / loss from change in financial assumptions	(42.01)		(42.01)			-
Experience (gains) / losses	(156.38)		(156.38)			-
Total amount recognized in other comprehensive income	(198.39)	0.01	(198.40)	-	-	-
Employer contributions		15.16	(15.16)			-
Benefit payments	(37.35)	(37.35)	-			-
As at 31 st March 2026	1,721.05	640.83	1,080.22	133.30	-	133.30

*Gratuity plan is funded with a cash accumulation plan in LIC whereas leave encashment plan is not funded.

Significant Assumptions made for the valuation of Defined benefit Obligations include:

Assumptions	As at 31 st March 2026 %	As at 31 st March 2025 %
Discount Rate	7.10%	6.65%
Salary Growth Rate	5.00%	5.00%
Mortality Rate (% of IALM 12-14)	100.00%	100.00%
Attrition Rate	8.00%	8.00%

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Risk Exposure:

Valuations of defined employee benefit obligations are performed on certain basic set of pre-determined assumptions and other regulatory framework which may vary over time. Thus, the company is exposed to various risks in providing the above gratuity benefit which are as follows:

In addition to Interest Rate risk and liquidity risk explained in the Note No. 38 the company is also exposed to the below risks on account of valuation of defined benefit obligations:

- a) **Salary Escalation Risk:** The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.
- b) **Demographic Risk:** The Company has used certain mortality and attrition assumptions in valuation of the liability. The company is exposed to the risk of actual experience turning out to be worse compared to the assumptions.
- c) **Regulatory Risk:** Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts (e.g. Increase in the maximum limit on gratuity payout).
- d) **Investment Risk:** The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

41. Related Party Disclosure:

- 1) List of Related Parties where control exists

Holding Company

Carburettors Limited

Subsidiaries:

- i. Ucal Polymer Industries Limited (UPIL) {Wholly Owned subsidiary of UCAL LIMITED}
- ii. UPIL, USA (Wholly Owned subsidiary of UPIL)

- 2) Other Related Parties:

- a) Fellow Subsidiaries:
 - UCAL Electronic Private Limited
- b) Key Managerial Personnel:
 - i. Mr. Jayakar Krishnamurthy - Chairman and Managing Director
 - ii. Mr. Adithya Srivatsa Jayakar- Deputy Managing Director
 - iii. Mr Ram Ramamurthy - Whole Time Director
 - iv. Mr. S Narayan - Company Secretary
 - v. Mr. M Manikandan - Chief Financial officer
 - vi. Mr. Jaisankar T - Chief Executive Officer
- c) Enterprises controlled or jointly controlled by KMP or directors
 - i. Minica Real Estates Private Limited
 - ii. Bangalore Union Services Private Limited
 - iii. Avironix private limited

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

- iv. Ucal Holdings Inc., (UHI) USA (Wholly owned subsidiary of UCAL LIMITED till 14th March 2026)

v. Ucal Systems Inc., (Wholly owned subsidiary of Ucal Holding Inc., till 14th March 2026)

vi. Amtec Molded Products Inc., USA (Wholly owned subsidiary of Ucal Holding Inc.,till 14th March 2026)
- d) Relatives of Key Managerial Personnel:

i. Mr. Peter Thomas Langford
- e) Entities controlled by relatives of KMP:

i. UCAL Rubber Product Limited (Formerly known as Magnetic Meter Systems (India) Limited)

ii. Bharat Technologies Auto Components Limited

iii. Sujo Land and Properties Private Limited

iv. Minica Services Private Limited

v. Southern Ceramics Private Limited

vi. Bharat Advisory services private Limited.
- f) Entities in which KMP or relatives are trustees or members of managing committee:

i. Culture and Heritage Trust of Karuveli
- g) Other Non-executive independent directors

i. Mr. S.Balasubramanian

ii. Mr. I.V.Rao

iii. Mr. R Sundar

iv. Ms. Sandhya Shekhar
- h) Other Non-executive non independent directors

i. Mr. Abhaya Shankar

Note: Related party relationship are identified by the company and relied upon by the auditors.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Transactions during the year 2025-26	Holding Company	Subsidiaries	Other Related Enterprises	KMP*	Relatives of KMP*	Other directors
Price Support		- (190.38)				
Managerial Remuneration (Directors)*				428.85 (454.66)		
Remuneration to Key Managerial Personnel other than Directors**				167.02 (98.63)		
Salary Paid					48.57 (71.86)	
Sale of Goods		3.76 (8.84)	491.30 (1,795.40)			
Sale of Assets		2.65 (4.83)				
Corporate Guarantee & Mortgage received			6,500.00 (6,500.00)			
Commission received						22.01 (20.91)
Sitting fees						20.70 (22.80)

The figures within bracket represent previous year figures

* Remuneration Paid

- Excludes contribution for gratuity and compensated absences as the incremental liability has been accounted for the company as a whole

- Includes Superannuation provision created and yet to be paid

Managerial remuneration includes (₹ in lakhs)

Particulars	Chairman and Managing Director	Deputy Managing Director	Whole Time Director
Name	Mr.Jayakar Krishnamurthy	Mr Adithya Srivatsa Jayakar	Mr. Ram Ramamurthy
Short Term Employee Benefits	310.42	55.22	48.00
Post-employment Benefits			
- Provident Fund	-	2.28	-
- Superannuation Fund	12.90	-	-

Remuneration to Key Managerial Personnel other than Directors includes (₹ in lakhs)

Particulars	Company Secretary	Chief Financial Officer	Chief Executive Officer
Name	Mr. S Narayan	Mr. M Manikandan	Mr. Jaisankar T
Short Term Employee Benefits	28.74	49.53	76.69
Post-employment Benefits			
- Provident Fund	1.08	2.43	3.11
- Superannuation Fund	1.35		4.07

d) Transactions with related parties (₹ in lakhs)

Transactions during the year 2025-26	Holding Company	Subsidiaries	Other Related Enterprises	KMP*	Relatives of KMP*	Other directors
Balances as on 31.03.2026						
Outstanding Payables		1,867.11 (2,219.70)	978.44 (1,185.02)			
Outstanding Receivables		-	1,120.18 (1,242.51)			
Purchase of Materials		4,701.15 (4,288.59)	6,461.03 (6,779.49)			
Interest Accrued for the loan			273.35 (230.85)			
Consultancy Charges paid		150.00 (150.00)	150.00 (150.00)			
Loan from related parties			1,300.00 (1,300.00)			
Rent Received		1.20 (1.20)	0.78 (0.78)			
Job Work Charges		69.76 (92.26)				
Rent Paid			240.00 (240.00)			

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

42. Borrowings: (₹ in lakhs)

Particulars	As at 31 st March 2026			Security & Repayment Details
	Current Maturities	Non -Current Maturities	Total	
I. Non-Current Borrowings				
A. Secured Borrowings				
Term Loan I	195.08	219.59	414.67	Secured by way of second charge on moveable and immoveable fixed assets at BAWAL plant and moveable assets acquired from BFL's term loans. Repayable in 72 monthly instalments commencing from April 2022
Term Loan II	30.71	-	30.71	Secured against Receivables from Ashok Leyland and Fixed Deposit. Repayable in 24 monthly instalments commencing from May 2024
Term Loan III	74.09	53.99	128.08	Equipment loan secured against charge on specified machineries and fixtures at MM01 and SEZ Plant. 1 loan - Repayable in 48 monthly instalments commencing from December 2023 3 Loans - Repayable in 60 monthly instalments commencing from February 2024, April 2024 & October 2024 respectively 2 Loans - Repayable in 60 monthly instalments commencing from November 2025
	57.81	135.94	193.74	
	135.34	289.08	424.42	
	68.00	116.86	184.86	
	10.14	47.00	57.14	
	67.38	272.14	339.52	
Term Loan IV	96.11	368.33	464.44	Secured by way of mortgage of 99 years leasehold property loacted in SEZ Plant, mortgage of Plot no: A22, A3 & Shed no: B22 property (all that part and parcel of land) located in SIDCO Industrial Estate, Maraimalai Nagar. Repayable in 48 monthly installments within April 2030.
	96.11	368.33	464.44	
	100.00	360.00	460.00	
	84.44	393.33	477.78	
	86.67	393.33	480.00	
	66.67	387.78	454.44	
	14.67	85.33	100.00	
	35.00	465.00	500.00	
	38.67	361.33	400.00	
Term Loan V	109.20	279.57	388.77	Secured by way of mortgage of MM01 Plant. Both the loans are repayable in 7 years commencing from July 2024.
	148.26	641.83	790.10	
Term Loan VI	119.64	145.41	265.05	Secured by way of mortgage on commercial property located at Raheja Towers, Anna Salai, Chennai and Machineries located at MM01 Plant. 1 Loan repayable in 60 monthly installments commencing from January 2023. 1 Loan repayable in 60 monthly installments commencing from March 2023. 1 Loan repayable in 60 monthly instalments commencing from March 2024. 3 Loans repayable in 60 monthly installments within December 2030.
	14.22	30.91	45.13	
	229.32	165.94	395.26	
	36.37	178.01	214.39	
	23.97	117.33	141.31	
	21.44	102.09	123.53	
Term Loan VII	328.05	533.09	861.14	Equipment loan secured against pari passu charge on moveable fixed assets at BAWAL Plant along with Bajaj Finance Limited. Repayable in 60 monthly installments commencing from December 2023.
Term Loan VIII	300.00	2,609.65	2,909.65	LAP Facility - Secured by Indsutrial plot of land together with building situated at Maraimalai Nagar Induatial estate (CMDA Industrial Complex). Repayable in 120 monthly installments commening from January 2026.
Total	2,587.37	9,121.20	11,708.57	



NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Particulars	As at 31 st March 2026			Security & Repayment Details
	Current Maturities	Non -Current Maturities	Total	
B. Unsecured Borrowings				
Inter Corporate Deposit I	-	400.00	400.00	Repayable on Demand
Inter Corporate Deposit II	-	500.00	500.00	Loan which was availed in September 2023 is repayable at the end of 36 months.
Unlisted Non Convertible debentures @ 11.50% (Term Loan)	815.02	-	815.02	The loan though is classified as unsecured loan it is secured by Corporate Guarantee and Mortgage of property given by a related party. Repayable in 30 monthly installments commencing from April 2024
Unlisted Non Convertible debentures @ 11.80% (Term Loan)	1,499.85	-	1,499.85	The loan though is classified as unsecured loan it is secured by Corporate Guarantee and Mortgage of property given by a related party. Repayment commencing from April 2026.
Total	2,314.87	900.00	3,214.87	
II. Current Borrowings				
Inter corporate deposit III	400.00	-	400.00	Loan which was renewed in May 2025 is repayable at the end of 12 months.
Short Term borrowings from Banks	2,092.93	-	2,092.93	Bill discounting facility secured against Bajaj receivables.
Short Term Borrowings from Others	700.00	-	700.00	Unsecured Short term revolving loan repayable in 90 days
Total	3,192.93	-	3,192.93	

43. (i) The company has been sanctioned loans from banks and or financial institutions on the basis of security of current assets. However, based on the respective sanction letters, the lenders have not stipulated any submission of quarterly returns or statements
- (ii) The Company has utilised the borrowings for the purpose for which it is obtained as mentioned in the agreements

44. Key Ratios as per Schedule III.

S. No	Ratio	UOM	Formula	31-03-2026	31-03-2025	% Variance	Reason for variance
1.	Current ratio	Times	Current Assets / Current Liabilities	0.93	0.84	9.85	-
2.	Debt- Equity Ratio	Times	Total Debt/ Shareholders Equity	0.65	0.53	22.60	-
3.	Debt Service coverage Ratio	%	Earnings available for Debt Services / Debt Services	(51.13%)	50.72%	(101.85)	*
4.	Return on Equity (ROE)	%	Net profit after tax / Shareholders Equity	(29.56%)	6.20%	(35.76)	*
5.	Inventory Turnover Ratio	Times	Cost of Goods Sold / Average inventory	6.44	6.62	(2.76)	-
6.	Trade Receivable Turnover Ratio	Times	Net Credit sales / Average Accounts receivable	6.55	6.69	(2.02)	-
7.	Trade Payable Turnover Ratio	Times	Net Credit Purchases / Average Accounts Payable	3.89	4.06	(4.38)	-
8.	Net Profit Ratio	%	Net Profit / Net Sales	(14.87%)	1.15%	(16.02)	-
9.	Return on Capital Employed	%	Earnings before interest and taxes / Capital Employed	(18.79%)	11.74%	(30.53)	*
10.	Net capital turnover ratio	Times	Net sales/Working capital	37.16	15.07	146.60	#
11.	Return on investment	%	[MV (cl) - MV (op)]/MV (op)*	(171.36%)	0.66%	(172.02)	*

* The decline in the ratios compared to the previous year is primarily on account of exceptional items aggregating to ₹10,607.35 Lakhs recognized during the year (Refer Note no : 29)

The Net Capital Turnover Ratio has been presented in absolute terms to accurately depict the effective utilization and increase in net working capital.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

45. CWIP Project Ageing for the year ended 31st March 2026: (₹ in lakhs)

Particulars	Amount in CWIP for a period of				
	Total	Less than 1 year	1-2 years	2-3 Years	More than 3 years
Dorman Projects	742.09	524.76	217.33	-	-
Cummins Projects	64.40	8.35	56.05	-	-
Indo-Spain Project	163.70	-	-	-	163.70
Drone Project	324.40	-	-	-	324.40
Health and Safety Project	143.70	-	-	65.30	78.40
MSIL K10C - Oil Pump Facility Development	863.09	110.31	-	680.27	72.51
TVS Jupiter Throttle Body Project	27.50	26.36	1.13	-	-
NIDEC Project	273.07	273.07	-	-	-
Other Projects	52.10	28.45	23.65	-	-
Grand Total	2,654.05	971.31	298.16	745.57	639.01

Of the above, there are no projects where the cost has exceeded the budget or there is a delay in completion except Indo-Spain (Drone) Project where owing to additional requirements from government, the Company has been facing delay in completion of the project.

46. Contingent Liabilities, guarantees and Commitments not provided for: (₹ in lakhs)

Description	As at 31 st March 2026	As at 31 st March 2025
Claims against company not acknowledged as Debts		
i) Sales Tax/Tax	3,990.48	3,990.48
ii) Excise Duty/ Service tax and GST	386.87	388.29
iii) Income Tax	1,586.06	1,586.51
Commitment		
Estimated amount w.r.t contracts remaining to be executed on capital account, not provided for	2,610.29	1,442.70

47. Expenditure Incurred on Research and Development: (₹ in lakhs)

Particulars	For the year ended 31 st March 2026	For the year ended 31 st March 2025
A. Revenue Expenditure		
a) Material Consumed		
b) Employee Benefit Expenditure	565.79	536.21
c) Other Expenses	723.34	783.01
Sub-Total - A	1,289.13	1,319.22
B. Capital Expenditure		
a) Land and Building		-
b) Plant and Machinery	107.38	65.23
c) Others	5.24	3.78
Sub-Total - B	112.62	69.01
Total R&D Expense - (A) + (B)	1,401.75	1,388.23

48. Disclosure made in terms of Regulation 34(3) of SEBI (LODR) Regulations 2015 (₹ in lakhs)

Pursuant to Regulation 34(3) read with Part A of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has not granted any loans and advances in the nature of loans to firms/companies in which directors of the Company are interested during the financial year.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

49. Proposed Dividend and Tax thereon:

The board of directors in their meeting held on 27-05-2026 has not proposed distribution of dividend for the financial year ended 31-03-2026 as the company intends to conserve its resources.

50. Corporate Social Responsibility:

Expenditure incurred on corporate social responsibility (CSR) activities:

- Gross amount required to be spent during the year is ₹30.43 lakhs (last year 25.68 lakhs)
- Amount spent during the year ₹ 30.43 lakhs

Sl. No	Particulars	Year ended 31 st March 2026		Year ended 31 st March 2025	
		Spent upto Balance sheet date	Provided for	Spent upto Balance sheet date	Provided for
1.	Culture and Heritage Trust of Karuveli	NIL	NIL	NIL	NIL
2.	Dr.V.Krishnamurthy Educational Foundation	25.43	25.43	21.36	21.36
3.	Commissioner Municipality Maraimalai nagar	NIL	NIL	3.5	3.5
4.	Udhavum Ullangal Public Charitable	5.00	5.00	NIL	NIL

51. The company has complied with section 2 clause 87 of companies act 2013 in relation to layers of subsidiaries for the Financial year 2025-26

52. Revenue from contract with customers:

i. Disaggregated Revenue: (₹ in lakhs)

Particulars	For the year ended 31 st March 2026	For the year ended 31 st March 2025
I. Type of goods:		
i. Carburettor and parts	60,315.87	51,560.88
ii. ECU	3,870.24	6,151.12
iii. Scrap	478.24	567.83
Total	64,664.34	58,279.83
II. Geographical Markets:		
i. Domestic	63,468.44	55,894.96
ii. Exports	1,195.90	2,384.86
Total	64,664.34	58,279.83

ii. Reconciliation of Revenue with contract price: (₹ in lakhs)

Particulars	For the year ended 31 st March 2026	For the year ended 31 st March 2025
I. Contract price Adjustments:	64,706.94	58,445.66
II. Discount Allowed	42.60	165.83
III. Revenue from operations as per statement of profit and loss	64,664.34	58,279.83

53. Other statutory information:

- The title deeds (including those that have been deposited with banks whose duplicate deeds are held by the Company) of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favor of the lessee) as disclosed in the Standalone Financial Statements are held in the name of the Company as at the Balance Sheet date.
- The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

- c) The company has not revalued any of its property plant and equipment, intangible assets during the year
- d) The Company has not traded or invested in Crypto currency or virtual currency during the financial year.
- e) The Company has not advanced or loaned or invested funds to any persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or,
 - Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- f) The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or,
 - Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- g) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961) There are no previously unrecorded income and related assets in the books of accounts during the year.
- h) The Company does not have any transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.
- i) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
54. The Company is operating in only one segment (i.e) in the business of manufacturing and sale of automotive components. The Company primarily operates in India and there are no other significant geographical segments. Hence, there is no disclosure to be provided under IND AS 108 "Operating Segments.
55. In the absence of confirmation of balances pertaining to Trade Receivables and Trade Payables, the book balances of the same have been adopted.
56. The Company is not declared as a willful defaulter by any bank or financial institution or other lender.
57. There are no charge or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.
58. Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transaction of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities are disclosed separately.
59. Previous year's figures have been regrouped wherever necessary to conform to current year's grouping.

The accompanying notes form an integral part of these Standalone financial statements
As per our Report Attached of even date

For and on behalf of the Board of Directors

For M/s R. Subramanian and Company LLP
Chartered Accountants
ICAI Regd. No. 0041375/S200041

RAM RAMAMURTHY
WHOLE-TIME DIRECTOR
DIN: 06955444

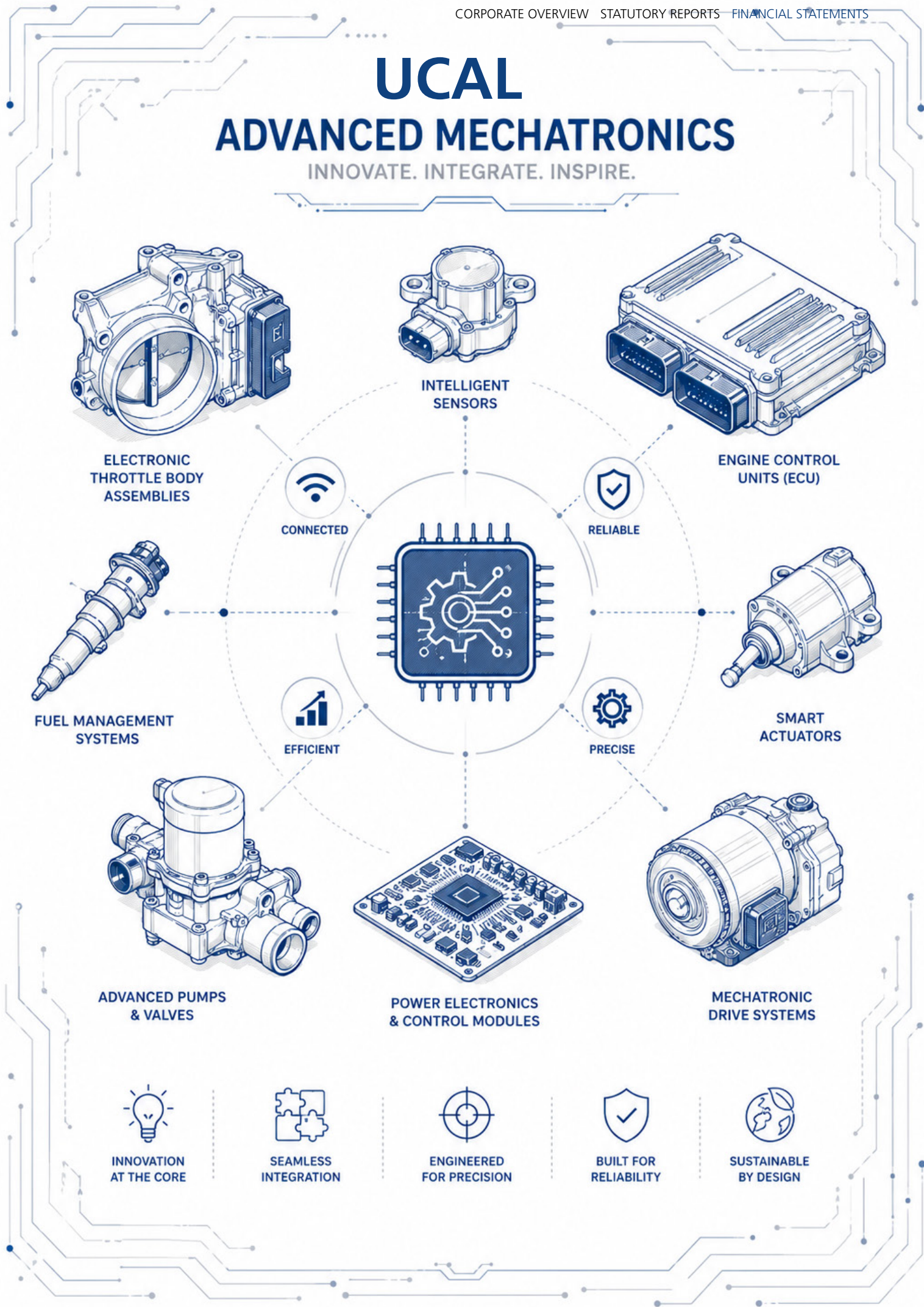
JAYAKAR KRISHNAMURTHY
CHAIRMAN AND MANAGING DIRECTOR
DIN: 00018987

KUMARASUBRAMANIAN R
Partner
Membership No.021888
Place: Chennai
Date: 27th May 2026

JAISANKAR T
CHIEF EXECUTIVE OFFICER

S. NARAYAN
COMPANY SECRETARY
Membership No. A15425

M. MANIKANDAN
CHIEF FINANCIAL OFFICER
Membership No. 231640



INDEPENDENT AUDITORS’ REPORT

To the Members of UCAL Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of UCAL Limited (“the Company”) and its subsidiary (the Company and its subsidiary together referred to as “the Group”) which comprise the Consolidated Balance Sheet as at March 31, 2026, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended and Notes to the Consolidated Financial Statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the “Consolidated Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 (the “Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the Consolidated State of affairs of the Group as at March 31, 2026 and their Consolidated Total Comprehensive Loss (Comprising of Loss and Other Comprehensive Income), Consolidated Changes in Equity, and its Consolidated Cash Flows for the year then ended.

The following have been considered as Key Audit Matters:

Sl. No.	Key Audit Matter	Auditors’ Response
1	Evaluation of uncertain tax positions: The Group has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.	Principal Audit Procedures: (i) We obtained details of completed tax assessments and demands for the year ended March 31, 2026 from management. (ii) We involved our internal experts to analyse the management’s underlying assumptions in estimating the tax provision and the possible outcome of the disputes. (iii) We also considered legal precedence and other rulings in evaluating management’s position on these uncertain tax positions.



Sl. No.	Key Audit Matter	Auditors’ Response
2	Valuation of inventories: At the balance sheet date, the carrying amount of inventory amounted to Rs. 7,215.92 lakhs representing 10.61% of total assets. As per the accounting policy adopted by the Group, Inventories are valued at the lower of cost and net realisable value.	Principal Audit Procedures: To address the risk of material error on inventories, our audit procedures included amongst others: (i) Evaluated the compliance of company’s accounting policies with respect to inventory for compliance with applicable Accounting Standards. (ii) Evaluated the internal controls governing accounting of inventory and its valuation. (iii) Performed substantive audit procedures including observation of physical inventory count and sample verification of inventory valuation.

Information Other than the Consolidated Financial Statements and Auditors’ Report thereon

The Company’s Management and Board of Directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the Financial Statements (Both Standalone and Consolidated) and Auditors’ Reports thereon. The annual report is expected to be made available to us after the date of this Auditors’ Report.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

On receipt of other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and we shall:

- (a) If the material misstatement is corrected, perform necessary procedures to ensure the correction; or
- (b) If the material misstatement is not corrected after communicating the matter to those charged with governance, take appropriate action considering our legal rights and obligations, to seek to have the uncorrected material misstatement appropriately brought to the attention of users for whom this Auditors’ report is prepared.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. The respective Boards of Directors of the entities included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective management and Board of Directors of the Companies included in the Group is responsible for assessing the ability of Group to continue as a going concern, disclosing, as applicable, matters related to going

concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group is responsible for overseeing the financial reporting process of the Group.

Auditor’s Responsibilities for the audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on the internal financial controls with reference to the Consolidated Financial Statements and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting in preparation of Consolidated Financial Statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude

that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial information of such entity included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in the ‘Other Matters’ section of this report.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Statements.

We communicate with those charged with governance of the Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings including any significant deficiencies in Internal Control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

The Consolidated Financial Statements include Consolidated Financial Statements of M/s. UCAL Polymer Industries Limited (Wholly-Owned Indian Subsidiary) whose Consolidated Financial Statements reflect total assets of ₹ 7,551.33 lakhs as at March 31, 2026, total income of ₹ 5,322.66 lakhs and net loss after tax amounting to ₹ 173.39 lakhs for the year ended March 31, 2026, as considered in the consolidated financial statements, which has been not audited by us. The consolidated financial statements reflected above include the financial statements of the wholly-owned foreign subsidiary viz. UPIL USA Inc., where the Auditor has performed compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review services committee of the AICPA. The Auditor did not audit or review the financial statements nor was required to perform any procedures to verify the accuracy or completeness of the information provided by the management. The Auditor did not express an opinion, a conclusion, nor any assurance on these financial statements.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of other auditors on separate financial statements of subsidiary as noted in ‘Other Matters’ paragraph, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements;

- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Financial Statements;
- (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Ind AS specified under section 133 of the Act;
- (e) On the basis of the written representations received from the directors of the Company as on March 31, 2026 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary incorporated in India, none of the directors of the group Company incorporated in India are disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act. There is no qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith;
- (f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in “Annexure” to this report. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to consolidated financial statements;
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197 (16) of the Act, as amended. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company and its subsidiary incorporated in India, to its directors during the year is in accordance with the provisions of section 197 of the Act;
- (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules,

2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- (i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group - Refer to Note No. 47 to Consolidated Financial Statements;
- (ii) The Group is not required to recognize any provision as at March 31, 2026 under the applicable Law or Accounting Standards, as it does not have any material foreseeable losses on long term contracts. The group do not have any derivative contracts
- (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group.
- (iv) (a) The respective Managements of the Company and its subsidiary which is incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or its subsidiary to or in any other person or entity, outside the Group, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or its subsidiary ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The respective Managements of the Company and its subsidiary which is incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the

Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or its subsidiary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiary which is incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (v) As disclosed in Note No. 50 to the Consolidated Financial Statements, the Board of Directors, at its meeting held on May 30, 2025, did not recommend any dividend for the financial year 2024-25. Furthermore, no dividend has been proposed for the financial year 2025-26 by the Board at its meeting held on May 27, 2026.
- (vi) No dividend has been declared or paid during the year by the Company's subsidiary incorporated in India.
- (vii) The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from April 01, 2023. Based on our examination, which included test checks, the Company and its Subsidiary incorporated in India has used accounting software for maintaining its books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any

instance of the audit trail feature being tampered with. Furthermore, the audit trail has been preserved by the Company and its Subsidiary incorporated in India as per statutory requirement for record retention.

- 2. With respect to the matters specified in paragraphs 3(xi) and 4 of the Companies (Auditor's Report) Order, 2020 ("CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditors' report, we report that according to the information and explanations provided to us, and based on the Auditors' Report issued on the financial statements of UCAL Polymer Industries Limited for the year ended March 31, 2026, included in the

Consolidated Financial Statements of the Company, to which the reporting under CARO is applicable, we have not reported any qualifications or adverse remarks.

For M/s. R Subramanian and Company LLP,
Chartered Accountants,
ICAI Firm Registration No. 004137S/S200041

R. Kumarasubramanian
Partner

Place: Chennai
Date: May 27, 2026
M No. 021888
UDIN: 26021888OLZGWB1390

Annexure to Independent Auditors’ Report on the Consolidated Financial Statements

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of UCAL Limited of even date)

Report on the Internal Financial Controls with reference to Consolidated Financial Statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the “Act”)

In conjunction with our audit of the Consolidated Financial Statements of UCAL Limited (hereinafter referred to as “the Company”), for the year ended March 31, 2026, we have audited the internal financial controls with reference to the Consolidated Financial Statements of the Company and its subsidiary, which is a Company incorporated in India for the year then ended.

Management’s Responsibility for Internal Financial Controls

The respective Company’s management and the Board of Directors of the Company and its subsidiary which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation, and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Internal Financial Controls with reference to Consolidated Financial Statements of the Company and its subsidiary, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of Internal Financial Controls, both applicable to an audit of Internal Financial Controls, both issued by ICAI. Those Standards and the Guidance Note require that we

comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate Internal Financial Controls with reference to the consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the Internal Financial Controls system with reference to Consolidated financial statements and their operating effectiveness. Our audit of Internal Financial Controls with reference to Consolidated financial statements included obtaining an understanding of Internal Financial Controls with reference to Consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of Internal Control based on the assessed risk. The procedures selected depend on the Auditors’ judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by other auditors of the relevant subsidiary in terms of their reports referred to in the Other Matters paragraph, is sufficient and appropriate to provide a basis for our audit opinion on the Internal Financial Controls with reference to Consolidated financial statements.

Meaning of Internal Financial Controls with reference to the Consolidated financial statements

A Company’s internal financial control with reference to the Consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control with reference to Consolidated financial statements includes those policies and procedures that:

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and



- 3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to Consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to Consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on

the consideration of the reports of the auditors referred to in the Other Matter paragraph, the Company and its subsidiary which are companies incorporated in India have maintained, in all material respects, an adequate Internal Financial Controls System with reference to Consolidated financial statements and such Internal Financial Controls with reference to Consolidated financial statements were operating effectively as at March 31, 2026, based on the Internal Control with reference to Consolidated financial statements criteria established by the Company considering the essential components of Internal Control stated in the Guidance Note issued by ICAI.

For M/s. R Subramanian and Company LLP,
Chartered Accountants,
ICAI Firm Registration No. 004137S/S200041

R. Kumarasubramanian
Partner

Place: Chennai
Date: May 27, 2026
M No. 021888
UDIN: 26021888OLZGWB1390

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2026

(All Amounts in ₹ Lakhs unless otherwise stated)

Particulars	Note No.	As at March 31, 2026	As at March 31 2025
ASSETS			
I. NON-CURRENT ASSETS			
(a) Property, Plant and Equipment	2	36,250.64	38,797.35
(b) Capital work-in-progress	2	2,681.48	2,661.37
(c) Right to use asset	2	-	6,145.82
(d) Goodwill		31.19	31.19
(e) Intangible asset other than goodwill	2	1,191.72	1,619.99
(f) Investment property	2	1,215.31	1,188.19
(g) Financial Assets			
(i) Investments	3	296.48	366.43
(ii) Loans	4	585.71	698.64
(h) Deferred Tax Assets (Net)	5	54.82	531.48
(i) Other Non-current Assets	6	1,973.20	2,246.52
Sub-Total		44,280.55	54,286.98
2. CURRENT ASSETS			
(a) Inventories	7	7,215.92	13,146.20
(b) Financial Assets			
(i) Trade Receivables	8	10,267.42	11,056.27
(ii) Cash and Cash Equivalents	9	832.15	816.97
(iii) Bank balance other than (ii) above	10	3,026.96	3,176.56
(iv) Loans	11	908.06	739.99
(c) Other Current Assets	12	1,498.61	1,017.49
Sub-Total		23,749.12	29,953.48
TOTAL ASSETS		68,029.67	84,240.46
II. EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	13	2,211.36	2,211.36
(b) Other Equity	14	30,404.84	33,259.64
Sub-Total		32,616.20	35,471.00
LIABILITIES			
1. NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	15	10,021.20	8,775.08
(ii) Lease liabilities	16	-	6,102.48
(iii) Other Financial Liabilities	16	49.75	171.85
(b) Deferred Tax Liabilities (Net)			
(c) Provisions	17	1,052.63	744.65
Sub-Total		11,123.58	15,794.06
2. CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	18	8,533.56	15,985.73
(ii) Trade Payables	19		
(A) Acceptances		1,169.84	86.85
(B) Total outstanding dues of Micro and Small Enterprises		5,306.36	4,709.08
(C) Total outstanding dues of creditors other than Micro and Small Enterprises		6,614.32	8,430.24
(iii) Lease liabilities	20	-	332.31
(iv) Other Financial Liabilities	20	2,278.02	2,559.55
(b) Other Current Liabilities	21	129.77	663.93
(c) Provisions	22	226.42	187.92
(d) Current Tax Liabilities (Net)		31.59	19.79
Sub-Total		24,289.89	32,975.40
TOTAL EQUITY AND LIABILITIES		68,029.67	84,240.46

The accompanying notes form an integral part of these Consolidated financial statements
As per our Report Attached of even date

For and on behalf of the Board of Directors

For M/s R. Subramanian and Company LLP
Chartered Accountants
ICAI Regd. No. 004137S/S200041

RAM RAMAMURTHY
WHOLE-TIME DIRECTOR
DIN: 06955444

JAYAKAR KRISHNAMURTHY
CHAIRMAN AND MANAGING DIRECTOR
DIN: 00018987

KUMARASUBRAMANIAN R
Partner
Membership No.021888
Place: Chennai
Date: 27th May 2026

JAISANKAR T
CHIEF EXECUTIVE OFFICER

S. NARAYAN
COMPANY SECRETARY
Membership No. A15425

M. MANIKANDAN
CHIEF FINANCIAL OFFICER
Membership No. 231640



CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2026

(All Amounts in ₹ Lakhs unless otherwise stated)

	Particulars	Note No.	Year Ended March 31, 2026	Year Ended March 31, 2025
I.	Revenue From Operations	23	83,782.06	80,229.47
II.	Other Income	24	575.69	2,220.00
III.	Total Income (I + II)		84,357.75	82,449.47
IV. EXPENSES				
	(a) Cost of Materials Consumed	25	38,555.84	35,699.13
	(b) Purchase of stock in trade		3,742.16	6,130.56
	(c) Changes in Inventories of Work-in-Progress and Finished Goods	25	1,316.69	(753.41)
	(d) Employee Benefit Expenses	26	16,303.21	17,289.03
	(e) Finance Costs	27	3,035.32	2,949.60
	(f) Depreciation and Amortization Expenses	28	3,665.72	4,091.18
	(g) Other Expenses	29	18,815.42	17,887.12
IV.	Total Expenses		85,434.35	83,293.21
V.	Profit/(Loss) Before Exceptional items and Tax (III - IV)		(1,076.60)	(843.75)
VI.	Exceptional Items	30	1,778.78	-
VII.	Profit/(Loss) before Tax (V - VI)		(2,855.38)	(843.75)
VIII. Tax Expense/(Credit)				
	(a) Current Tax		56.60	39.18
	(b) Deferred Tax		420.34	745.06
	Tax Expense/(Credit)	31	476.94	784.25
IX.	Profit/(Loss) After Tax for the year (VII - VIII)		(3,332.32)	(1,628.00)
X.	(Profit)/Loss attributable to Non-Controlling Interest		-	-
XI.	Profit/(Loss) attributable to Owners (IX - X)		(3,332.32)	(1,628.00)
XII. Other Comprehensive Income/(Loss)				
	A. Items that will not be reclassified to profit or loss			
	(i) Remeasurements of Defined benefit Plans		223.73	(242.27)
	(ii) Income Tax Benefit/(Expense) relating to items that will not be reclassified to profit and loss.		(56.31)	60.93
	B. Items that will be reclassified to profit or loss			
	(i) Foreign Exchange Gain/(Loss) on translation to Presentation Currency.		310.09	162.70
	Total Other Comprehensive Income/(Loss), net of taxes		477.51	(18.64)
XIII.	Other Comprehensive Income attributable to Non Controlling Interest		-	-
XIV.	Total Other comprehensive Income/loss (net of tax) attributable to owners (XII - XIII)		477.51	(18.64)
XV.	Total Comprehensive Income/(Loss) for the year (XI + XIV) attributable to Owners		(2,854.80)	(1,646.63)
XVI. Earnings per Equity Share (EPS) (Face Value of ₹10 Each)				
	(a) Basic & Diluted (In ₹)	32	(15.07)	(7.36)

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Membership No. 231640

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2026

(All Amounts in ₹ Lakhs unless otherwise stated)

Particulars	Year Ended March 31, 2026		Year Ended March 31, 2025	
A Cash Flow from Operating Activities				
Net Profit/ (Loss) before Tax		(2855.38)		(843.75)
Add/(Less):				
Depreciation and Amortization	3,665.72		4,091.18	
(Profit)/Loss on sale of Fixed Assets (net)	(9.26)		(1,518.97)	
Decrease/(Increase) in Fair Value of Investment	69.96		(69.87)	
Dividend Income	(5.64)		(4.15)	
Interest income	(246.94)		(102.34)	
Rental Income	(185.24)		(123.48)	
Finance Cost	3,035.32		2,949.60	
Operating Profits before working capital changes		3,468.54		4,378.21
Adjustments for:				
Changes in Trade Receivables	788.85		747.23	
Changes in Inventories	5,930.28		(3,315.87)	
Changes in Other Current Assets	(481.12)		(249.58)	
Changes in Loans and Advances	(55.15)		(391.27)	
Changes in Other Financial Assets	-		74.01	
Changes in Trade Payables	(135.64)		211.42	
Changes in Other Financial Liabilities	(403.64)		(219.76)	
Changes in Other Current Liabilities	(534.16)		73.98	
Changes in Provisions	570.21		136.19	
Changes in Other Non-Current Assets	(35.16)		-	
Cash Generated From Operations		9,113.01		1,444.56
Direct Taxes Paid		(43.55)		16.44
Net Cash Flow from Operating Activities (A)		9,069.47		1,461.00
B Cash Flow from Investing Activities				
Dilution/Purchase of Property, Plant and Equipment	5,460.55		(101.19)	
Changes in Capital Work-in-progress and advances	287.12		(884.53)	
Investment Property	(27.12)		62.15	
Purchase of Intangible Assets	3.79		0.55	
Interest Received	246.94		102.34	
Dividends Received	5.64		4.15	
Rental Income	185.24		123.48	
Net cash from /(used in) investing Activities (B)		6,162.16		(693.05)



CONSOLIDATED AUDITED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2026

(All Amounts in ₹ Lakhs unless otherwise stated)

Particulars	Year Ended March 31, 2026		Year Ended March 31, 2025	
C Cash Flow from Financing Activities				
Borrowings:				
Term loan availed	6,426.54		4,596.85	
Term loan repaid	(5,180.42)		(3,157.88)	
Short term borrowings availed / (repaid) - net	(7,345.70)		3,957.73	
Other Bank Balances	149.59		(2,990.08)	
Finance Cost Paid	(3,035.32)		(2,949.60)	
Dividend and Dividend Tax Paid	-		-	
Finance lease paid	(6,434.79)		(142.04)	
Net Cash from/(used in) Financing Activities (C)		(15,420.10)		(685.02)
D Net Inflow / (Outflow) of cash and cash equivalents				
Total (A) + (B) + (C) = (D)		(188.47)		82.94
Cash and Cash Equivalents at the beginning of the year		272.12		26.49
Unrealised gain/(loss) on foreign currency translation		310.09		162.70
Net inflow / (outflow) in cash and cash equivalents (D)		(188.47)		82.94
Cash and Cash Equivalents at the end of the year		393.75		272.12

- (a) Cash and Cash Equivalents include cash in hand, balances with scheduled bank including term deposit and Cash Credit facilities repayable on demand.
- (b) The above statement of cash flows is prepared using Indirect method
- (c) Previous year figures have been regrouped wherever necessary.
- (d) Refer Note 61.

The accompanying notes form an integral part of these Consolidated financial statements
As per our Report Attached of even date

For and on behalf of the Board of Directors

For M/s R. Subramanian and Company LLP
Chartered Accountants
ICAI Regd. No. 004137S/S200041

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Partner
Membership No.021888
Place: Chennai
Date: 27th May 2026

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COMPANY SECRETARY
Membership No. A15425

M. MANIKANDAN
CHIEF FINANCIAL OFFICER
Membership No. 231640

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2026

(All Amounts in ₹ Lakhs unless otherwise stated)

A. EQUITY SHARE CAPITAL

	As at	
	March 31, 2026	March 31, 2025
Balance at the beginning of the year	22,11,36,250	22,11,36,250
Change in Equity Share Capital during the year	-	-
	22,11,36,250	22,11,36,250

B. OTHER EQUITY

	Reserves and Surplus				Total
	Capital Reserve	General Reserves	Securities Premium	Foreign Currency Translation Reserve	Retained Earnings
2024-2025					
Balance as at April 1, 2024 - (A)	160.00	16,692.82	2,165.34	2,081.14	13,806.98
Profit / (loss) for the period	-	-	-	-	(1,628.00)
Other Comprehensive Income / (loss) - Net of tax	-	-	-	162.70	(181.33)
Total Comprehensive Income for the year - (B)	-	-	-	162.70	(1,809)
Dividend paid for 2023-24 approved by shareholders in annual general meeting	-	-	-	-	-
Dividend distribution tax on above dividend	-	-	-	-	-
Sub total - (C)	-	-	-	-	-
Balance as at March 31, 2025 (D)=(A)+(B)+(C)	160.00	16,692.82	2,165.34	2,243.83	11,997.65
2025-2026					
Balance as at April 1, 2025 - (A)	160.00	16,692.82	2,165.34	2,243.83	11,997.65
Profit / (loss) for the period	-	-	-	(2,126.29)	(1,206.03)
Other Comprehensive Income / (loss) - Net of tax	-	-	-	310.09	167.42
Total Comprehensive Income for the year - (B)	-	-	-	(1,816.20)	(1,038.60)
Dividend paid for 2024-25 approved by shareholders in annual general meeting	-	-	-	-	-
Dividend distribution tax on above dividend	-	-	-	-	-
Sub total - (C)	-	-	-	-	-
Balance as at March 31, 2026 (D)=(A)+(B)+(C)	160.00	16,692.82	2,165.34	427.63	10,959.05
					30,404.84

The accompanying notes form an integral part of these Consolidated financial statements
As per our Report Attached of even date

For M/s R. Subramanian and Company LLP
Chartered Accountants
ICAI Regd. No. 0041375/S200041

KUMARASUBRAMANIAN R
Partner
Membership No.021888
Place: Chennai
Date: 27th May 2026

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M. MANIKANDAN
CHIEF FINANCIAL OFFICER
Membership No. 231640

For and on behalf of the Board of Directors

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

1. Material Accounting Policies:

a) Brief Description of the Group:

UCAL Limited (formerly known as UCAL Fuel Systems Limited), Parent Company, is a Public Limited Company incorporated in India under the Companies Act, 1956 and its registered office is located in Chennai, Tamil Nadu. The shares of the Company are listed on the National Stock Exchange Limited and Bombay stock exchange Limited. The Company offers comprehensive fuel management systems for the automotive sector. The Company has manufacturing facilities across India.

Ucal Polymer Industries Limited (wholly owned subsidiary of UCAL Limited) is a Public Limited company incorporated in India under the Companies Act, 1956 and its registered office is located at Puducherry. The shares of the company are not listed on any Stock Exchange. The company manufactures components of automotive parts. The company has its manufacturing facility in Puducherry.

The group offers comprehensive fuel management systems for automotive sector. The group has manufacturing facilities in India and United States of America.

b) Statement of Compliance:

These consolidated financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act as amended time to time.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The consolidated financial statements for the year ended March 31, 2024 (including comparatives) are authorized and approved by the Board on May 29, 2024.

c) Basis of Preparation:

The Financial Statements have been prepared on the historical cost convention under accrual basis of accounting except for certain financial assets and liabilities described in more detail in the accounting

policies below, which have been measured at fair value. The Financial Statements are prepared on a going concern basis

d) Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees which is also the Group's functional currency. All amounts have been presented in Lakhs of Indian Rupees (₹), except share data and as otherwise stated.

e) Basis of Consolidation:

The Consolidated Financial Statements of the group include the Financial Statements of the parent group, its subsidiaries and its associates. The parent Company has control over the subsidiaries as it is exposed, or has rights, to variable returns from its involvement with the investee; and has the ability to affect its returns through its power over the subsidiaries.

Consolidation of a subsidiary begins when the Parent Company obtains control over the subsidiary and ceases when the parent loses control of the subsidiary. Adjustments are made to the Financial Statements of subsidiaries, as and when necessary, to bring their accounting policies into line with the group's accounting policies. Significant intercompany accounts and transactions have been eliminated in consolidation.

Principles of Consolidation:

- i. The Consolidated Financial Statements have been prepared in accordance with Indian Accounting Standard 110 (IndAS 110) "Consolidated Financial Statements", under Section 133 of the Companies Act, 2013 and Indian Accounting Standard 28 (IndAS 28) "Investment in Associates & Joint Ventures"
- ii. The Consolidated Financial Statements of the parent and subsidiaries have been combined on a line by line basis by adding together like items of assets, liabilities, income and expenses. The intra-group balances and intra group transactions and unrealized profits have been fully eliminated.
- iii. The Financial Statements of the associate entity is consolidated using equity method
- iv. The difference between the cost of Investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

is recognized in the Consolidated Financial Statements as goodwill or capital reserve as the case may be.

- v. The following are the subsidiaries and associates considered in the Consolidated Financial Statements:

S. No	Company	Subsidiary/ Associate	Country of incorporation	% of ownership Interest	
				31-Mar-2026	31-Mar-2025
1	UCAL Polymer Industries Limited	Subsidiary	India	100%	100%
2	UPIL USA Inc.*	Step-Subsidiary	USA	100%	100%

* Wholly owned by UCAL Polymer Industries Limited

f) Use of Estimates:

The preparation of Financial Statements requires management to make certain estimates and assumptions that affect the amounts reported in the Financial Statements and notes thereto. The management believes that these estimates and assumptions are reasonable and prudent. However, actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in the current and future period.

This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in the relevant notes together with information about the basis of calculation for each affected line item in the Financial Statements.

The areas where significant estimates were made by the management are:

- i) Defined employee benefit obligations- Refer Note No 41
- ii) Estimation of useful life of Property, Plant and Equipment Refer Note No 1(j) and note No 1(k)
- iii) Estimation and evaluation of provisions and contingencies relating to tax litigations Refer Note No 47

g) Current and Non-Current Classification:

The group presents assets and liabilities in the balance sheet based on current / non-current classification.

Cash or cash equivalent is treated as current, unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. In respect of other assets, it is treated as current when it is:

- expected to be realized or intended to be sold or consumed in the normal operating cycle
- held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period.

All other assets are classified as non-current. A liability is treated as current when:

- it is expected to be settled in the normal operating cycle
- it is held primarily for the purpose of trading
- it is due to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. Terms of liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities, as the case may be.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The group has identified twelve months as its operating cycle.

h) Revenue Recognition:

A Revenue from contract with customer is accounted only when the parties to the contract has approved the contract and are committed to perform their respective obligations, each party's rights regarding the goods or services to be transferred can be identified, the payment terms for the goods or services to be transferred can be identified, the contract has

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

a commercial substance and it is probable that the Group will collect the consideration to which it will be entitle in exchange for the goods or services that will be transferred to the customer.

Sale of Products:

Revenue is recognized when the Control of goods are transferred to a customer at an amount equal to the transaction price.

Interest Income:

Interest income from debt instruments is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying value of a financial asset. While calculating the effective interest rate, the group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options), but does not consider the expected credit losses..

Dividend Income

Dividends are recognized in profit or loss only when the shareholder's right to receive payment is established and the amount of dividend can be reliably measured.

Rental Income:

Rental Income from operating leases is recognized on a straight-line basis over the lease term.

i) Cost Recognition:

Costs and Expenses are recognized when incurred and are classified according to their nature.

j) Property, Plant and Equipment:

All items of Property, Plant and Equipment are stated at cost of acquisition or construction and any initially directly attributable cost of bringing the asset to its working condition for its intended use, less accumulated depreciation / amortization and Impairment, if any. Cost includes purchase price, taxes and duties, labour cost and directly attributable overheads incurred up to the date the asset is ready for its intended use. However, cost excludes duty or tax to the extent credit of the duty or tax is availed of.

Subsequent costs are included in the asset's carrying

amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as separate asset is derecognized when replaced. All other repairs and maintenance are charged to Profit or Loss during the reporting period in which they are incurred. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

k) Depreciation and Amortization:

- i) Depreciation is provided for property plant and equipment on straight line basis so as to expense the cost less residual value over their estimated useful lives based on a technical evaluation and in accordance with Schedule II to the Companies Act, 2013.
- ii) The useful life of various class of property plant and Equipment are as provided below:

Class of Asset	Useful Life
Leasehold Land	Term of Lease
Leasehold Improvements	Lower of term of lease and respective useful lives
Buildings	10-30 years
Plant and Machinery	5-20 years
Electrical Equipment	10 years
Furniture and Fixtures	10 years
Office Equipment	3-5 years
Vehicles	3-5 years

- iii) The estimated useful lives and residual values are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for a prospective basis.
- iv) On tangible fixed assets added / disposed-off during the year, depreciation is charged on pro-rata basis from the date of addition / till the date of disposal.
- v) Depreciation is not recorded on capital work-in-progress until construction and installation are complete and the asset is ready for its intended use.
- vi) Property, plant and equipment with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

I) Intangible Assets

Purchased Intangible Assets:

Intangible assets are recognized as an asset if they meet the criteria for recognition under IndAS 38. Intangible assets purchased are recorded at cost less accumulated depreciation and accumulated Impairment, if any.

Intangible assets consist of rights under licensing agreement and software licences which are amortised over licence period which equates the economic useful life on a straight-line basis over the period of its economic useful life.

Intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

Amortization is provided on a straight-line basis over estimated useful lives of the intangible assets as per details below:

Class of Asset	Useful Life
Software	Up to 3 years
Technical Know how	Up to 10 years

The amortization period for intangible assets with finite useful lives is reviewed at least at each year-end. Changes in expected useful lives are treated as changes in accounting estimates.

Internally generated intangible assets:

Research costs are charged to the Statement of Profit and Loss in the year in which they are incurred. Product development costs incurred on new products are recognized as intangible assets. When feasibility has been established, the entity has committed technical, financial and other resources to complete the development and it is probable that asset will generate probable future economic benefits.

m) Leases:

Effective 1st April 2019, the group has applied Ind AS 116 on Lease Accounting. Ind AS 116 replaces Ind AS 17.

The group has chosen the practical expedient provided by the standard to apply Ind AS 116 only to contracts that were previously identified as leases under Ind AS 17 and therefore has not reassessed whether a contract is or contains a lease at the date of initial application. Consequently, the application of the standard has no transition impact.

The group, as a lessee, recognizes, at inception of a contract, a lease if the contract conveys the right to control the use of an identified assets for a period of time in exchange for consideration.

At the date of commencement of the lease, the group recognizes a right-of-use (“ROU”) assets representing its right to use the underlying assets for the lease term and a lease liabilities for all lease arrangements in which it is a lessee except for leases with a term of 12 months or less (short term leases) and leases for which the underlying assets is of low value. For such short term and assets of low value leases, the group recognizes the lease payment as an expense on a straight line basis over the term of the lease.

At commencement date, the ROU assets is measured at cost. The cost of the ROU assets measured at

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

inception shall comprise of the amount of the initial measurement of the lease liabilities adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred. The ROU assets are subsequently measured at cost less any accumulated depreciation, accumulated Impairment losses, if any.

The ROU assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of ROU asset. The estimated useful lives of ROU assets are determined on the same basis as those of PPE. Right-of-use assets are tested for Impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the statement of profit and loss.

At the commencement date, the group measures the lease liabilities at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the group’s incremental borrowing rate.

Lease liabilities and ROU assets are separately presented in the Balance Sheet. Lease payments are classified as financing cash flows while short-term lease payments, payment for leases of low value assets are classified within operating activities.

n) Impairment:

Assets are tested for Impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. An Impairment loss is recognized for the amount by which the asset’s carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset’s fair value less costs of disposal and value in use. For the purposes of assessing Impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

The Group reviews its carrying value of investments in subsidiaries carried at cost (net of impairment, if any)

annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for in the statement of profit and loss.

o) Foreign Currency Translation:

(i) Functional and presentation currency

Items included in the Financial Statements are measured using the currency of the primary economic environment in which the group operates (‘The Functional Currency’). i.e in Indian Rupee (₹) and all values are rounded off to nearest Lakhs except otherwise indicated.

(ii) Transactions and Balances

- a. Transactions in foreign currencies are recorded at the spot exchange rates prevailing on the date of the transaction.
- b. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet dates.
- c. Non-monetary items denominated in foreign currency are valued at the exchange rate prevailing on the date of transaction if the item is valued at historical cost and are not reinstated
- d. Non-monetary items that are measured at fair value in foreign currency are translated using the exchanges rates at the date when the fair value is measured.
- e. Exchange differences arising on settlement of transactions and translation of monetary items are recognized as income or expense in the statement of profit and loss in the year in which they arise.

(iii) Translation of Financial Statements of Overseas Subsidiaries

The results and financial position of an entity whose functional currency is not Indian Rupees have been translated to the presentation currency using the following procedures:

- a) Assets and liabilities for each balance sheet presented (i.e., including comparatives)

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

shall be translated at the closing rate at the date of the balance sheet.

- b) Income and expenses for each statement of profit and loss presented have been translated at average exchange rates that prevailed during the year for practical reasons
- c) All resulting exchange differences have been recognized in other comprehensive income.

p) Inventories:

Inventories are valued at the lower of cost and net realizable value. Cost of raw materials, components, stores, spares, Work-in-Progress and Finished Goods are ascertained on a weighted average basis.

The Cost of Finished Goods and work-in-progress comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Costs of purchased inventory are determined after excluding rebates and discounts.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Materials and supplies held for use in the production of inventories are not written down if the finished products in which they will be used are expected to be sold at or above cost.

q) Employee Benefits:

i) Short Term Obligations:

Liabilities for wages, salaries and bonuses, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are measured at the amounts expected to be paid when the liabilities are settled. A liability is recognised for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provide by the employee and the obligation can be estimated reliably. The liabilities are presented under other financial liabilities in the balance sheet.

ii) Long term Post-employment obligation:

The Group has the following post-employment benefit obligations:

- a) Defined benefit gratuity plans; and
- b) Defined contribution plans such as provident fund, pension plans

The liability or asset recognized in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The net defined benefit obligation is valued annually by an independent actuary using the projected unit credit method.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included under finance cost in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they arise, directly in other comprehensive income and are adjusted against retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

Liabilities towards all defined contribution plans are recognized as expenses in the respective years of accrual.

iii) Provident Fund and Pension Plans:

The eligible employees of the Group are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Group make monthly contributions at a specified percentage of the covered employees' salary. The contributions as specified under the law are made to the Employee Provident Fund Organization (EPFO).

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

The Group is liable only for its fixed contributions which are required to be made in accordance with the schemes in force as notified by EPFO. All contributions made by the Group are recognized as expenses for the relevant period.

iv) Other Long-Term Employee Benefits:

Liabilities for compensated absences are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are, therefore, measured at the present value of the expected future payments that have accrued to the employees in accordance with the Group's policy for compensated absences.

The benefits are discounted using an appropriate discount rate and are estimated using the projected unit credit method by an independent actuary. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in other comprehensive income. The obligation is classified as current and non-current based on the policy stated in the notes.

The eligible employees of the Group are entitled to receive benefits in respect of superannuation, a defined contribution plan, in which the Group makes monthly contributions at a specified percentage of the covered employees' salary. The employees are eligible to receive the contribution made along with accumulated return thereon. The Group is liable only for its fixed contributions which are required to be made in accordance with the Group's policy. Being in the nature of a defined contribution plan, the contributions are accounted as an expense as and when they accrue.

r) Taxes on Income:

Tax expense comprises of current and deferred taxes.

The current tax for the period is the tax payable on the current period's taxable income computed in accordance with the Income Tax Act, 1961 applying the enacted income tax rate applicable. The current tax expense includes income tax payments relating prior periods.

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of

assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets are recognized for carryforward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profits will be available to utilize those unused tax credits and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same tax jurisdiction. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

The carrying amounts of deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient tax profits arise for their utilization.

s) Government Grants:

Government Grants including non-monetary grants at fair value, are recognized only when there is reasonable assurance that the entity will comply with the conditions attaching to them and the grants will be received. The grants are recognized in profit or loss on a systematic basis over the periods in which the entity recognizes as expenses the related costs which the grants are intended to compensate.

Government grants relating to assets are presented by setting up the grant as deferred income and are credited to profit or loss on systematic basis over the useful lives of the related assets

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

- t) Provisions and Contingent Liabilities:**
- i) Provision**
- Provision is recognized when the group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.
- Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.
- These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates.
- ii) Contingent Liabilities:**
- The Group uses significant judgements to assess contingent liabilities. Contingent liabilities are recognized when there is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognized because
- (a) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
- (b) the amount of the obligation cannot be measured with sufficient reliability a disclosure is made by way of contingent liability.
- Contingent assets are neither recognised nor disclosed in the Consolidated financial statements.
- u) Segment Reporting:**
- As the Group is operating in only one segment (i.e) in the business of manufacturing and sale of automotive components, there is no disclosure to be provided under IND AS 108 "Operating Segments." The Group primarily operates in India and there are no other significant geographical segments.
- v) Cash and Cash Equivalents:**
- For the purpose of presentation in the statement of cash flows, cash comprises cash on hand and cash

equivalents include are short- term, highly liquid investments that are readily convertible to known amounts of cash which cash on hand, deposits held with financial institutions with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and Bank overdrafts. Bank overdrafts are shown under borrowings in current liabilities in the balance sheet.

- w) Financial Instruments:**
- A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the Group becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.
- i) Financial Assets:**
- Classification:**
- The group classifies its financial assets in the following categories:
- Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
 - Those measured at amortized cost
- The classification depends on the entity's business model for managing the financial assets and the contractual term of the cash flow.
- Measurement:**
- All financial assets are initially recognized at fair value and are subsequently measured at amortized cost or fair value based on their classification.
- Financial assets at amortized cost**
- Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets. The Group has made an irrevocable election to present subsequent changes in the fair value of equity investments not held for trading in other comprehensive income.

Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless they are measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in statement of profit and loss.

Transaction costs arising on acquisition of a financial asset are accounted as below:

Nature of instrument	Treatment of transaction cost
Designated as Fair value through profit and loss	Recognized in profit and Loss Statement
Other than those designated as Fair value through Profit and Loss	Adjusted against the fair value of the instrument on initial recognition

Debt Instruments:

Subsequent measurement of debt instruments depends on the group's business model for managing the asset and the cash flow characteristics of the asset. The following are the measurement categories into which the group classifies its debt instruments.

Amortized cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on debt instrument that is subsequently measured at amortized cost and is not a part of a hedging relationship is recognized in profit or loss when

the asset is derecognized or impaired. Interest income on these financial assets is included in finance income using effective interest rate method.

Fair Value through Other Comprehensive Income and Fair Value through profit/loss:

Assets that do not meet the criteria for measurement at amortized cost are measured at Fair value through Other comprehensive income unless the group elects the option to measure the same at fair value through profit or loss to eliminate an accounting mismatch.

Equity Instruments:

The group subsequently measures all Investments in equity instruments at fair value. Gain/ Loss arising on fair value is recognized in the statement of profit and loss. Dividend from such Investments are recognized in profit or loss as other income when the group's right to receive payments is established.

Trade receivables:

Trade receivables are measured at amortized cost and are carried at values arrived after deducting allowances for expected credit losses and Impairment, if any.

Impairment:

The group accounts for Impairment of financial assets based on the expected credit loss model. The group measures expected credit losses on a case to case basis.

Derecognition and write-off:

- A financial asset is derecognized only when:
- a) The contractual right to receive the cash flows of the financial asset expires or
- b) The group has transferred the rights to receive cash flows from the financial asset or
- c) The group retains the contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.
- Further a financial asset is derecognized only when the group transfers all risks and rewards associated with the ownership of the assets.
- The gross carrying amount of a financial asset is directly reduced and an equal expenditure is

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

recognized when the entity has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. A write-off constitutes a derecognition event.

ii) Financial Liabilities:

Financial Liabilities are initially recognized at fair value, net of transaction cost incurred. Financial Liabilities are subsequently measured at amortized cost (unless the entity elects to measure it at Fair Value through Profit and Loss Statement to eliminate any accounting mismatch). Any difference between the proceeds (net of transaction cost) and the redemption amount is recognized in profit or loss over the period of the liability, using the effective interest method.

Financial Liabilities are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss as other gain / (loss). Financial Liabilities are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

x) Investment Property

Investment property is property held to earn rentals or for capital appreciation or both, rather than for:

- a) Use in the production or supply of goods or services or for administrative purposes; or
- b) Sale in the ordinary course of business

Investment properties are measured and presented at cost. Depreciation is calculated in accordance with IndAS 16 Property, Plant and Equipment on straight-line basis. Useful life and depreciation method is reviewed on an annual basis in line with the requirements of the accounting standards.

y) Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs (net of interest earned on temporary investments) directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. Interest is computed using respective rates of interest of loans taken for acquisition of specific assets (i.e. qualifying assets) for which the loans have been granted. All other borrowing costs are expensed in the year in which they occur

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Note 2: Property Plant & Equipments, Intangible assets other than goodwill,Capital work-in-progress, Right of use asset & Investment property

Particulars	Property Plant and Equipment										Intangible Assets			Capital work-in-progress	Right of use assets	Investment property
	Freehold Land	Leasehold Land*	Buildings	Leasehold improvement	Plant and Machinery	Furniture and Fixtures	Vehicles	Office Equipment	Total	Technical Know-how	Computer Software	Total				
Gross block																
As at April 01,2024	14,636.97	4,611.47	5,568.11	565.80	32,515.89	645.14	155.14	831.10	59,529.63	3,900.13	345.75	4,245.87	2,120.68	7,036.37	2,490.52	
Additions	-	-	23.21	4.37	2,175.57	4.34	6.99	96.90	2,311.39	-	2.85	2.85	2,854.93	-	-	
Disposals	(840.97)	-	(286.25)	-	(990.57)	-	(3.99)	(8.88)	(2,130.66)	-	-	-	-	-	-	
Capitalisation#													(2,314.24)			
Foreign Currency Translation	-	-	-	40.40	727.26	1.95	2.13	25.24	796.98	-	-	-	-	177.32	62.76	
As at March 31,2025	13,796.00	4,611.47	5,305.08	610.57	34,428.15	651.43	160.27	944.36	60,507.33	3,900.13	348.60	4,248.72	2,661.37	7,213.70	2,553.28	
Additions	-	-	120.52	-	3,236.36	127.66	0.75	14.23	3,499.53	-	-	-	3,519.64	-	-	
Disposals	-	-	(0.54)	-	(880.09)	-	(31.99)	(1.52)	(914.14)	-	-	-	-	-	-	
Capitalisation#													(3,499.53)			
Foreign Currency Translation	-	-	-	135.87	2,457.18	6.54	5.89	87.70	2,693.17	-	-	-	-	595.65	279.60	
Derecognition due to dilution	-	-	(35.88)	(746.44)	(16,003.78)	(225.38)	(30.89)	(716.92)	(17,759.30)	-	-	-	-	(7,809.34)	-	
As at March 31,2026	13,796.00	4,611.47	5,389.18	-	23,237.82	560.25	104.02	327.85	48,026.60	3,900.13	348.60	4,248.72	2,681.48	-	2,832.88	

(All Amounts in ₹ Lakhs unless otherwise stated)

Particulars	Property Plant and Equipment						Intangible Assets			Capital work-in-progress	Right of use assets	Investment property
	Freehold Land	Leasehold Land*	Buildings	Leasehold improvement	Plant and Machinery	Furniture and Fixtures	Vehicles	Office Equipment	Total	Technical Know-how	Computer Software	Total
Accumulated Depreciation												
As at April 01, 2024	-	276.34	1,850.66	518.00	15,379.43	226.78	108.15	553.03	18,912.39	1,881.61	312.69	2,194.30
Charge for the year	-	55.43	328.49	42.89	2,666.80	33.42	13.10	95.39	3,235.53	418.22	16.21	434.43
Disposals	-	-	(222.24)	-	(896.60)	-	(3.41)	(7.63)	(1,129.88)	-	-	-
Foreign Currency Translation	-	-	-	34.66	632.94	1.95	1.73	20.76	692.03	-	-	32.41
As at March 31, 2025	-	331.77	1,956.91	595.56	17,782.56	262.15	119.57	661.55	21,710.07	2,299.83	328.90	2,628.74
Charge for the year	-	54.98	266.18	47.17	2,245.58	42.49	6.39	116.72	2,779.51	418.22	10.05	428.27
Disposals	-	-	(0.39)	-	(672.71)	-	(20.26)	(1.40)	(694.76)	-	-	-
Foreign Currency Translation	-	-	-	120.10	2,201.09	6.54	5.34	76.36	2,409.42	-	-	102.45
Derecognition due to dilution	-	-	(72.23)	(762.83)	(12,945.46)	(15.44)	(30.76)	(601.56)	(14,428.28)	-	-	(1,530.34)
As at March 31, 2026	-	386.75	2,150.47	-	8,611.06	295.74	80.27	251.67	11,775.96	2,718.06	338.95	3,057.01
Net carrying value												
As at March 31, 2025	13,796.00	4,279.70	3,348.16	15.02	16,645.58	389.29	40.70	282.81	38,797.26	1,600.29	19.70	1,619.99
As at March 31, 2026	13,796.00	4,224.72	3,238.71	-	14,626.77	264.52	23.75	76.19	36,250.64	1,182.07	9.65	1,191.72

#Capitalisation also includes amount transferred to Intangible assets

* possession of lease hold land is transferrable at the primary term unless renewed

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(All Amounts in ₹ Lakhs unless otherwise stated)

	As at March 31, 2026	As at March 31, 2025
3 Investments		
(i) Unquoted equity instrument measured at Fair Value through Profit and Loss		
(a) 1,000 (Previous Year 1,000) Equity Shares of UCAL Holding Inc. (previously Amtec Precision Products Inc.,) of USD 0.01/- each (**)	20,877.28	-
Less: Fair value through P&L(refer note no. 35)	(20,877.27)	-
(b) 8570 Equity shares of ₹10 each of Avironix private limited	-	-
Total	0.01	-
(ii) Quoted equity instrument measured at Fair Value through Profit and Loss		
(a) HDFC Bank Limited	278.09	347.41
(38,000 fully paid up shares of ₹ 1 each)		
(b) The Karnataka Bank Limited	8.26	6.50
(3,703 fully paid up equity shares of ₹ 10 each)		
(c) Industrial Development Bank of India Limited	9.58	12.10
(15,578 fully paid up shares of ₹ 10 each)		
(d) Union Bank of India (Erst, Corporation Bank)	0.54	0.42
(330 fully paid shares of ₹10 each)		
Total	296.47	366.43
Grand Total (A+B)	296.48	366.43
Aggregate amount of Unquoted Investments	0.01	-
Aggregate amount of Quoted Investments at Market Value	296.47	366.43
Aggregate amount of Quoted Investments at cost	4.52	4.52

	As at March 31, 2026	As at March 31, 2025
Particulars		
4 Loans - Non-current		
(a) Secured, Considered Good	-	-
(b) Unsecured, Considered Good		
(i) Security Deposits	585.71	698.64
Total	585.71	698.64
5 Deferred Tax		
Deferred Tax Asset		
Unabsorbed Losses	26.82	707.39
Disallowed Employee Benefit Expenses	365.26	317.44
Other timing difference	1,247.22	1,076.54
(A) Sub-Total	1,639.31	2,101.37
Deferred Tax Liability		
Depreciation	(1,579.21)	(1,580.96)
Other timing difference	(5.27)	11.08
(B) Sub-Total	(1,584.48)	(1,569.89)
Net Deferred Tax Asset/(Liability) (A-B)	54.82	531.48

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(All Amounts in ₹ Lakhs unless otherwise stated)

Movement in Deferred Tax		Depreciation	Losses	Others	Total
As at March 31, 2024-(Liability)/Asset (Charged)/ Credited:					1,215.56
- To Profit and Loss		11.70	(1,838.31)	1,081.54	(745.06)
- To Other Comprehensive Income					60.93
As at March 31, 2025-(Liability)/Asset					531.48
- To Profit and Loss		(1.76)	(680.57)	261.99	(420.34)
- To Other Comprehensive Income				(56.31)	(56.31)
As at March 31, 2026-(Liability)/Asset					54.82

Particulars		As at 31 st March 2026	As at 31 st March 2025
6	Other Non-Current Assets		
	Unsecured, considered good		
(a)	Capital Advances to Related Parties	-	-
(b)	Capital Advances to suppliers	412.40	719.62
(c)	Advance Income Tax and TDS Receivable (Net of Provisions)	1,519.85	1,521.11
(d)	Deposit with statutory authorities	40.95	5.79
	Total	1,973.20	2,246.52
7	Inventories*		
	(As certified by the management)		
(a)	Raw Materials and Components	3,360.10	5,626.68
(b)	Work-in-progress	1,037.59	1,328.03
(c)	Finished goods	988.84	2,015.09
(d)	Stores & Spares	89.82	1,936.71
(e)	Tools and Consumables	1,739.56	2,239.69
	Total	7,215.92	13,146.20
*Refer Note 1 (p) for method of valuation of inventories			
8	Trade Receivables (Refer Note 37 for ageing)		
(a)	Trade Receivables considered good - secured	-	-
(b)	Trade Receivables considered good - unsecured	10,267.42	11,056.27
(c)	Trade Receivables which have significant increase in Credit Risk	-	-
(d)	Trade Receivables - Credit impaired	-	-
	Sub Total	10,267.42	11,056.27
Less:	Allowance for assets with significant increase in credit risk	-	-
	Total	10,267.42	11,056.27
Refer Note 42 for balances receivable from related parties			
9	Cash and Cash Equivalents		
(a)	Cash on hand	4.04	3.32
(b)	Balances with banks in Current Accounts	828.10	813.65
	Total	832.15	816.97
Cash and Cash Equivalents for Cash Flow Statement			
Cash and Cash Equivalents shown as above		832.15	816.97
Less: Overdrafts/cash credits		(438.39)	(544.86)
		393.75	272.11

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(All Amounts in ₹ Lakhs unless otherwise stated)

Particulars		As at March 31, 2026	As at March 31, 2025
10	Other Bank balances		
(a)	Fixed Deposit held under lien by Bank as Margin Money (With more than 3 months and upto 12 months maturities)	3,011.71	3,141.31
(b)	Balances with banks in Unpaid Dividend Accounts	15.25	35.25
	Total	3,026.96	3,176.56
11	Loans - Current		
(a)	Secured, Considered Good		
(b)	Unsecured, Considered Good:		
	Security Deposits	888.60	713.13
	Other Advances	-	-
(c)	Other receivables	19.46	26.86
	Total	908.06	739.98
12	Other Current Assets		
	Unsecured, considered good		
(a)	Advances to Suppliers	1,140.61	735.80
(b)	Prepaid Expenses	182.55	257.04
(c)	Staff Advances	139.76	24.66
(d)	Balances with GST Authorities	35.69	-
	Total	1,498.61	1,017.49
13	Equity Share Capital		
(a)	Authorised Share Capital		
	7,50,00,000 (7,50,00,000) Equity Shares of ₹ 10 each	7,500.00	7,500.00
(b)	Issued, Subscribed and Paid-up Capital		
	2,21,13,625 (2,21,13,625) Equity Shares of ₹ 10 each Fully Paid	2,211.36	2,211.36
	Total	2,211.36	2,211.36

(c) Reconciliation of Number of Shares:

Equity Shares:

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	Amount	No. of Shares	Amount
Balance as at the Beginning of the Year	2,21,13,625	2,211.36	2,21,13,625	2,211.36
Add: Issue of Shares	-	-	-	-
Balance as at the End of the Year	2,21,13,625	2,211.36	2,21,13,625	2,211.36

(d) Rights and restrictions attached to shares

Equity Shares: The company has one class of equity shares having a par value of ₹10 per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. The equity shareholders are entitled to receive dividend as and when declared; a right to vote in proportion to holding etc. and their rights, preference and restrictions are governed in terms of their issue under the provision for Companies Act, 2013.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(All Amounts in ₹ Lakhs unless otherwise stated)

(e) Details of Shares Held by Shareholders holding More Than 5% of the Aggregate Shares in the Company

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	%	No. of Shares	%
Carburettors Limited	1,13,20,089	51.19%	1,13,20,089	51.19%
Southern Ceramics Private Limtied	15,58,515	7.05%	15,58,515	7.05%
Minica Real Estates Private Limited	13,41,882	6.07%	13,41,882	6.07%

(f) No shares were allotted as fully paid bonus shares during the 5 years immediately preceding March 31, 2026.
No Shares were bought back during 5 years immediately preceding March 31, 2026.

No shares were allotted as fully paid up pursuant to contracts without payment being received in cash during 5 years immediately preceding March 31, 2026

No shares are reserved for issue under options and contracts for commitments for the sale of shares or disinvestment

No convertible into equitable/ preference shares issued during the period

No calls unpaid or share forfeited during the period

Shareholding of Group Companies

Category	As at March 31, 2026	As at March 31, 2025
Shares held by Holding Company	51.19%	51.19%

Shares held by promoters at the end of the year

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	% of total Shares	No. of Shares	% of total Shares
Carburettors Limited	1,13,20,089	51.19%	1,13,20,089	51.19%
Krishnamurthy Jayakar	9,03,778	4.09%	9,03,778	4.09%

Particulars		As at March 31, 2026	As at March 31, 2025
14	Other Equity (Refer Consolidated Statement of Changes in Equity)		
	(a) General Reserve	16,692.82	16,692.82
	(b) Capital Reserve	160.00	160.00
	(c) Securities Premium	2,165.34	2,165.34
	(d) Retained Earnings	10,959.05	11,997.65
	(e) Foreign Currency Translatiion Reserve	427.63	2,243.83
	Total	30,404.84	33,259.64
15	Non-Current Borrowings (Refer Note 43)		
	(a) Bonds/Debentures		
	Unlisted non convertible debentures-Unsecured	-	2,300.18
	(b) Terms Loans		
	- From Banks (Secured)	3,531.05	1,208.08
	- From Others (Secured)	5,590.15	4,366.82
	- From related parties (UnSecured)	900.00	900.00
	Total	10,021.20	8,775.08
	Please refer note 18 for current maturities of long term debt		
	Period and continuing default on the Balance sheet date - NIL		

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(All Amounts in ₹ Lakhs unless otherwise stated)

Particulars		As at March 31, 2026	As at March 31, 2025
16	Other Non-Current Financial Liabilities		
	(a) Security Deposits	-	2.00
	(b) Long Term Finance Lease Obligations	-	6,102.48
	(c) Deferred Rent	-	-
	(d) Advance received from customer tooling	49.75	169.86
	Total	49.75	6,274.34
17	Non Current Provisions		
	Towards Employee Benefit Obligations (Refer Note 41)		
	(a) Gratuity	929.49	643.68
	(b) Compensated Absences	123.14	100.98
	Total	1,052.63	744.65
18	Current Borrowings (Refer Note 43)		
	(a) Loans Repayable on Demand		
	- From Bank (Secured)	438.39	544.86
	(b) Short Term Borrowings from Banks (UnSecured)	2,092.93	7,248.68
	(c) Short Term Borrowings from Others (Unsecured)	700.00	3,515.53
	(d) Current Maturities of Long-term debt	4,902.23	2,776.65
	(e) Unlisted non-convertible debentures	-	1,500.00
	(f) Loans from related parties	400.00	400.00
	Total	8,533.56	15,985.73
19	Trade Payables (Refer note 36 for ageing)		
	(a) Acceptances	1,169.84	86.85
	(b) Total outstanding dues of Micro and Small Enterprise	5,306.36	4,709.08
	(c) Total outstanding dues of creditors other than Micro and small enterprise	6,614.32	8,430.24
	Total	13,090.52	13,226.16

Refer Note 42 for balances payable to related parties

Disclosure requirement as per Schedule III	As at March 31, 2026	As at March 31, 2025
(As certified by the management)		
i) Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year.	5,306.36	4,709.08
ii) Interest paid by the company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of payment made to the supplier beyond the appointed day during each accounting year.	NIL	NIL
iii) Interest due and payable for the year of delay in making payment which have been paid but beyond the appointed day during the year without payment of interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	NIL	NIL
iv) Interest accrued and remaining unpaid at the end of each accounting year.	64.49	47.81
v) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to Micro, Small and Medium Enterprise.	64.49	47.81

Interest payable in accordance with Section 15 of the MSMED Act, 2006 (and rules made thereunder as amended), to the vendors for outstanding balances remaining unpaid beyond the stipulated period, has been computed based on the MSME list provided by the Company. However, we were unable to ascertain any potential interest obligations owed to micro and small enterprises as per Section 15 of the MSMED Act, 2006 (and rules made thereunder as amended), in respect of payments made during the year that exceeded the stipulated period

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(All Amounts in ₹ Lakhs unless otherwise stated)

Particulars		As at 31 st March 2026	As at 31 st March 2025
20	Other Financial Liabilities		
	(a) Interest Accrued but not due on Borrowings	166.40	-
	(b) Unclaimed Dividend	15.25	35.25
	(c) Employee Related	1,087.83	980.15
	(d) Current Maturities of Finance Lease Obligations	-	332.31
	(e) Other Current Financial Liabilities	1,008.55	1,544.15
	Total	2,278.02	2,891.86
21	Other Current Liabilities		
	(a) Statutory Dues	104.82	632.57
	(b) Other Payables	24.95	31.36
	Total	129.77	663.93
22	Short Term Provisions (Refer Note 41)		
	Provision for Employee Benefits		
	- Gratuity	205.24	166.88
	- Leave Encashment	21.18	21.05
	Total	226.42	187.92
Particulars		Year Ended March 31, 2026	Year Ended March 31,2025
23	Revenue From Operations		
	(a) Sale of Products	79,418.61	73,499.54
	(b) Revenue from trading activity	3,870.24	6,151.12
	(c) Other operating income	493.21	578.80
	Total	83,782.06	80,229.47
24	Other Income		
	(a) Interest Income	246.94	102.34
	(b) Dividend Income	5.64	4.15
	(c) Rental Income	185.24	123.48
	(d) Profit on Sale of Property, Plant and Equipments	9.26	1,518.97
	(e) MTM - Investment measured at Fair value through Profit and Loss	-	69.87
	(f) Exchange Gain (Net)	-	73.81
	(g) Other Non Operating Income	128.60	327.37
	Total	575.69	2,220.00
25	A) Cost of Materials Consumed		
	Opening Stock of Raw Materials	5,626.68	1,511.09
	Add: Purchases during the year	36,289.26	39,814.72
	Less: Closing Stock of Raw Materials	3,360.10	5,626.68
	Cost of material consumed	38,555.84	35,699.13
	B) Changes In Inventories Of Finished Goods And Work-In-Progress		
	Inventories at the beginning of the year		
	Work-in-progress	1,328.03	1,332.96
	Finished goods	2,015.09	1,256.76
	Total (a)	3,343.12	2,589.72



NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(All Amounts in ₹ Lakhs unless otherwise stated)

Particulars		Year Ended March 31, 2026	Year Ended March 31,2025
	Inventories at the end of the year		
	Work-in-progress	1,037.59	1,328.03
	Finished goods	988.84	2,015.09
	Total (b)	2,026.44	3,343.12
	Changes in inventories of Finished goods & work-in-progress (a-b)	1,316.69	(753.41)
26	Employee Benefit Expenses		
	(a) Salaries, Wages and Bonus*	14,789.57	15,604.87
	(b) Contribution to Provident and Other Funds	976.74	1,052.73
	(c) Staff Welfare Expenses	536.91	631.43
	Total	16,303.21	17,289.63
	*Includes Employee benefit expenses relating to R&D		
27	Finance Cost		
	(a) Interest Expenses	2,911.85	2,611.37
	(b) Other Borrowing Cost	123.48	338.23
	Total	3,035.32	2,949.60
	* ₹101.73 Lakhs have been capitalised during the year against qualifying assets using respective rate of interest of loans taken for acquisition of specific assets for which the loans have been granted		
28	Depreciation and Amortization Expenses		
	(a) Depreciation of Property, Plant and Equipment	3,084.54	3,509.61
	(b) Amortisation of Intangible Assets	428.27	434.43
	(c) Depreciation on Leasehold land	54.98	55.43
	(d) Amortisation of Investment property	97.92	91.70
	Total	3,665.72	4,091.18
29	Other Expenses		
	(a) Consumption of tools, stores and Spares	3,742.35	4,314.82
	(b) Power and Fuel	1,887.79	1,689.81
	(c) SubContract Charges	353.93	275.93
	(d) Repairs and Maintenance		
	- Building	90.49	227.95
	- Plant & Machinery	713.71	696.60
	- Others	472.17	436.48
	(e) Net Foreign Exchange Loss	30.30	6.45
	(f) Payment to Auditors		
	- Towards Audit Fees	25.50	22.00
	- Towards Certification	2.05	1.84
	- Towards Limited Review	9.00	9.00
	- Towards Out of Pocket Expenses	1.88	2.17
	(g) Travelling Expenses	704.67	697.38
	(h) Rental Expenses	271.00	313.15
	(i) Packing Expenses	715.93	835.90
	(j) Carriage Outwards	872.14	646.87
	(k) Professional Charges	834.28	1,068.00
	(l) Corporate Social Responsibility	35.63	30.75
	(m) Manpower hiring on contract	2,931.21	2,174.81

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Particulars		Year Ended March 31, 2026	Year Ended March 31,2025
	(n) Postage, Telephone, Fax etc.	85.60	117.44
	(o) Insurance	310.19	425.53
	(p) Rates and Taxes	348.13	352.28
	(q) Director's Sitting Fees	42.71	43.71
	(r) MTM loss on investment	69.96	-
	(s) Other Expenses	4,264.78	3,431.66
	Total	18,815.42	17,887.12
		Year Ended March 31, 2026	Year Ended March 31,2025
30	Exceptional Items		
	(a) Statutory Impact on new Labour code*	258.24	-
	(b) Loss due to dilution#	1,520.54	
	Total	1,778.78	-
	*On November 21, 2025, the Government of India notified provisions of the code on wages, 2019, the Industrial relations code, 2020, the code on social security, 2020 and the Occupational Safety, Health and Working condition code, which consolidate 29 existing labour laws into a unified framework governing employee benefits during employment and post-employment. The Ministry of Labour and Employment published draft Central rules and FAQs to facilitate the assessment of the financial impact due to the new labour codes. The Group has assessed and disclosed the incremental impact of these changes on the basis of best information available, consistent with the guidance provided by Institute of Chartered Accountant of India. The labour code, amongst other things, introduce changes, including a uniform definition of wages. These changes have resulted in increase in gratuity liability arising from past service by ₹ 258.24 Lakhs. Considering the materiality and regulatory - driven, non - recurring nature of this development, the Group has presented such incremental impact as "Statutory impact of New Labour Code" under "Exceptional items" in the Consolidated Statement of Profit and Loss for the year ended March 31, 2026. The Group continues to monitor the finalisation of Central / State rules and clarifications from the Government on Various other aspects of New Labour Codes and would give appropriate accounting effect of such development in the period in which they are notified.		
	#This represents loss on account of derecognition of assets and liabilities consequent to dilution of controlling interest referred to in Note no 35, based on the financial position as on March 14, 2026 and the balance in Foreign Currency Translation Reserve (FCTR) previously recognised in Other Comprehensive Income as net gain now being reclassified to Consolidated Statement of Profit and Loss for the year ended March 31, 2026 on derecognition of assets and liabilities based on the financial position as on March 14, 2026 certified by the management and relied upon by the auditors.		
31	Tax Expenses		
	(a) Income Tax Expense		
	Current Tax on Profits for the year	56.60	39.18
	Sub Total (A)	56.60	39.18
	Deferred Tax:		
	Decrease/(Increase) in deferred tax assets	576.44	1,745.53
	Increase/(Decrease) in deferred tax liabilities	(156.09)	1000.47
	Sub Total (B)	420.34	745.06
	(A) + (B)	476.94	100.16
	Expense/(Income) recognized in Profit and Loss	476.94	784.25
	Expense/(Income) recognized in OCI	(56.31)	60.93
	(b) Reconciliation of tax expense and the accounting profit multiplied by India's Tax Rate		
	Profit Before income tax expense	(2,855.38)	(843.75)
	Tax at Indian Tax Rate of 25.17%	(718.64)	(212.35)
	Deduction under scientific and Research Expense Sec 35(2AB)	-	-
	Income tax impact of difference between Book Depreciation and Depreciation under Tax law	91.01	117.58
	Expenses not allowable for tax purposes	276.52	77.56

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Particulars		Year Ended March 31, 2026	Year Ended March 31,2025
	Income not chargeable to Income Tax	2,618.54	(402.74)
	Losses of Indian Operations set off against current year profit	(747.90)	(1,191.56)
	Expenses allowed only for the purpose of income tax act	145.03	665.73
	Minimum Alternate Tax - Section 115JB	-	-
	Minimum Alternate Tax - set off of loss u/s. 115JB	-	-
	Tax items of earlier years	-	-
	Tax Effects of consolidation adjustments	(1,607.96)	984.96
	Tax effect on losses of foreign subsidiary- Ineligible for set off	-	-
	Impact of differential tax rates of subsidiaries	-	-
	Current Tax	56.60	39.18
	Add:		
	Minimum Alternate Tax Credit	-	-
	Deferred tax - Business Loss	680.57	1,838.31
	Deferred tax - Other Items	(260.23)	(1,093.25)
	Income Expense/(Benefit)	476.94	784.25
	Effective Rate of Tax	(16.70%)	(92.95%)
32	Earnings per share (EPS) (basic and diluted) :		
	a) Profit after taxation	(3,332.32)	(1,628.00)
	b) Weighted average number of equity shares	2,21,13,625	2,21,13,625
	c) Nominal value of shares	2,211.36	2,211.36
	d) Earnings per share (a / b)	(15.07)	(7.36)

33. Windmill Power Generation:

Electricity charges debited to Profit & Loss account is net of ₹ 159.44 Lakhs (Previous year ₹ 127.15 lakhs) being the electricity generated through Group owned Wind Turbine Generators.

34. Managerial remuneration:

Managerial Remuneration provided/ paid for the year ended 31st March 2026 based on the approval stands at ₹ 428.85 lakhs.

35. Effective March 15, 2026, the Group's holding in equity shares in erstwhile wholly owned subsidiary viz., UCAL Holdings Inc., ("UHI") stands diluted to 10% from 100% consequent to further issue of 9000 equity shares (Common Stock) @ USD 0.01 per share to a new investor.

As per the principles laid down in IND AS 110 "Consolidated Financial Statements",

The Group has derecognized the assets and liabilities of the former subsidiary from the consolidated balance sheet and recognized the loss on account of derecognition of assets and liabilities consequent to dilution of controlling interest in the consolidated statement of profit and loss based on the financial position as on March 14, 2026 certified by the management and relied upon by the auditors.

The balances in Foreign Currency Translation Reserve (FCTR) previously recognized in Other Comprehensive Income as net gain, has been now reclassified to Consolidated Statement of Profit and Loss on derecognition of assets and liabilities based on the financial position as on March 14, 2026 certified by the management and relied upon by the auditors.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

36. Trade payables ageing schedule:

The ageing schedule for trade payable due for payment is disclosed herewith for FY 2025-26
(₹ In Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Current but not due	Less than 1 year	1-2 Years	2-3 years	More than 3 years	Total
(i) MSME	3,036.89	2,205.20	29.73	34.55	-	5,306.37
(ii) Others	3,111.93	3,042.97	330.03	65.04	64.35	6,614.31
(iii) Disputed dues MSME	-	-	-	-	-	-
(iv) Disputed dues Others	-	-	-	-	-	-
Acceptances	1,169.84	-	-	-	-	1,169.84
Total	7,318.67	5,248.17	359.75	99.59	64.35	13,090.52

The ageing schedule for trade payable due for payment is disclosed herewith for FY 2024-25
(₹ In Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Current but not due	Less than 1 year	1-2 Years	2-3 years	More than 3 years	Total
(i) MSME	2,992.91	1,649.72	66.45	-	-	4,709.08
(ii) Others	3,581.99	4,666.87	118.91	60.10	2.38	8,430.24
(iii) Disputed dues MSME	-	-	-	-	-	-
(iv) Disputed dues Others	-	-	-	-	-	-
Acceptances	86.85	-	-	-	-	86.85
Total	6,661.75	6,316.59	185.36	60.10	2.38	13,226.16

37. Trade receivable ageing schedule:

The ageing schedule for trade receivable due for payment is disclosed herewith for FY 2025-26
(₹ In Lakhs)

Particulars	Outstanding for following periods from due date of payment						
	Current but not due	Less than 6 months	6 months-1 years	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good"	6,276.59	2,245.49	692.56	978.46	50.92	23.41	10,267.42
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	6,276.59	2,245.49	692.56	978.46	50.92	23.41	10,267.42



NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

The ageing schedule for trade receivable due for payment is disclosed herewith for FY 2024-25
(₹ In Lakhs)

Particulars	Outstanding for following periods from due date of payment						
	Current but not due	Less than 6 months	6 months-1 years	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	7,851.87	2,860.69	223.14	63.22	12.07	45.29	11,056.27
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	7,851.87	2,860.69	223.14	63.22	12.07	45.29	11,056.27

38. Fair Value Measurements:

Classification of Financial Instruments:
(₹ In Lakhs)

Description	As at 31 st March 2026		As at 31 st March 2025	
	FVTPL*	Amortized Cost	FVTPL*	Amortized Cost
Financial Assets				
Investments				
Equity Instruments	296.48		366.43	
Security Deposits		1,493.77		1,144.73
Advances		-		300.00
Trade Receivables		10,267.42		11,056.27
Cash and Cash Equivalents		832.15		816.97
Other Financial Assets		3,026.96		3,182.35
Total	296.48	15,620.30	366.43	16,500.31
Financial Liabilities				
Borrowings		18,554.76		24,760.81
Lease liabilities		-		6,434.79
Trade Payables		13,090.52		13,226.16
Other Financial Liabilities		2,327.77		2,731.41
Total		33,973.05		47,153.18

*FVTPL=> Fair Value Through Profit and Loss

A. Financial Assets and Liabilities not carried at Fair Values:

The Management considers that the carrying amount approximates the fair value in respect of Financial Assets and Financial Liabilities carried at amortized cost, such fair values have been computed using Level 3 inputs.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

B. Assets and Liabilities that are measured at Fair Value on a recurring basis: (₹ In Lakhs)

Description	Fair Value Hierarchy	As at 31 st March 2026	As at 31 st March 2025
Equity Instruments			
HDFC Bank Limited	Level 1	278.09	347.41
The Karnataka Bank Limited	Level 1	8.26	6.50
IDBI Bank Limited	Level 1	9.58	12.10
Union Bank of India(Erst, Corporation bank)	Level 1	0.54	0.42
Total		296.47	366.43

Fair Value Hierarchies as per Indian Accounting Standard 113 - Fair Value measurement:

Level 1: Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date. The asset included in this hierarchy are listed equity shares that are carried at fair value using the closing prices of such instruments as at the close of the reporting period.

Level 2: Level 2 hierarchy uses inputs that are inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly. As on the balance sheet date there were no assets or liabilities for which the fair values were determined using Level 2 hierarchy.

Level 3: Level 3 hierarchy uses inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

There were no transfers between fair value hierarchies during the reported years. The group’s policy is to recognize transfers in and transfers out of fair value hierarchy levels as at the end of the reporting period.

39. Financial Risk Management:

- a. The group is exposed primarily to risks in the form of Liquidity Risk, Market Risk, Foreign Currency Risk, Interest Rate Risk, Equity Price Risk, Liquidity Risk and Credit Risk. The risk management policies of the group are monitored by the board of directors. The focus of the management is to assess the unpredictability of the financial environment and to mitigate potential adverse effects on the financial performance of the Group. The nature and extent of risks have been disclosed in this note.
- b. **Market Risk**

The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. The Group’s Market risk is primarily on account of: **currency risk, interest rate risk and other price risk.**

I. Currency Risk:

The group has foreign currency receivable and payables denominated in currency other than the functional currency of the respective components exposing the group to currency risk. The group’s significant foreign currency exposures at the end of the reporting period expressed below

(₹ In Lakhs)

Particulars	As at 31 st March 2026						As at 31 st March 2025				
Currency	EUR	USD	JPY	GBP	CHF	CNY	EUR	USD	JPY	GBP	CHF
<i>Financial Assets</i>											
Trade Receivables	5.45	1,415.41	36.07	-	-	-	4.68	1,119.30	48.56	-	-
Total (A)	5.45	1,415.41	36.07	-	-	-	4.68	1,119.30	48.56		

Particulars	As at 31 st March 2026						As at 31 st March 2025				
Currency	EUR	USD	JPY	GBP	CHF	CNY	EUR	USD	JPY	GBP	CHF
<i>Financial Liabilities</i>											
Trade Payables	-	589.41	27.88	-	-	1.29	1.66	265.85	77.14	1.22	2.48
Total (B)	-	589.41	27.88	-	-	1.29	1.66	265.85	77.14	1.22	2.48
Net Exposure (A) - (B)	5.45	826.00	8.20	-	-	(1.29)	3.03	853.45	(28.58)	(1.22)	(2.48)

The group is exposed to foreign currency risk as it does not hold any forward contracts for hedging the risk. Any weakening in the functional currency might increase the cost of imports and borrowing cost towards buyer’s credit.

Sensitivity Analysis

The sensitivity of profit or loss and equity to changes in the USD exchange rate arises mainly from foreign currency denominated financial instruments as disclosed above and has been computed in assuming a 5% increase or decrease in the exchange rate:

(₹ In Lakhs)

Particulars	Sensitivity of profit after tax and equity										
	As at 31 st March 2026						As at 31 st March 2025				
Changes In exchange Rate	EUR	USD	JPY	GBP	CHF	CNY	EUR	USD	JPY	GBP	CHF
Increase in 5%	0.20	30.90	0.31	-	-	(0.05)	0.11	31.93	(1.07)	(0.05)	(0.09)
Decrease in 5%	(0.20)	(30.90)	(0.31)	-	-	0.05	(0.11)	(31.93)	1.07	0.05	0.09

*Holding all other variable constant. In management’s opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

II. Interest Rate Risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The group has availed loans at floating interest rate exposing the group to interest rate risk. The group has not hedged its interest rate risk using interest rate swaps and is exposed to the risk. The total exposure of the group to interest rate risk as at the balance sheet date has been disclosed below:

(₹ In Lakhs)

Particulars	As at 31 st March 2026		As at 31 st March 2025	
	INR	%	INR	%
Total borrowings	18,554.76	100.00	24,760.81	100

Sensitivity Analysis:

The sensitivity to the changes in the interest rate have been determined by assuming that the amount of liability as at the end of the reporting period was outstanding throughout the year. A 50-basis points fluctuation has been used to demonstrate the sensitivity of profit or loss and equity to interest rate holding all other variables constant

(₹ In Lakhs)

Particulars	Impact on Profit after tax and Equity	
	Year ended 31 st March 2026	Year ended 31 st March 2025
Interest rate increases by 50 bps	(69.42)	(92.64)
Interest rate decreases by 50 bps	69.42	92.64

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NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

III. Equity Price Risk:

Investments in equity instruments of the subsidiary group companies are not held for trading and are carried at cost, hence are not exposed to equity price risk. The group holds certain Investments in equity instruments that are quoted in stock exchanges and such Investments are designated as measured at fair value through profit and loss statement exposing the group to equity price risk. Exposure to Equity price risk was INR 296.47 lacs (INR 366.43 lacs).

Sensitivity Analysis: (₹ In Lakhs)

	Impact on Profit and Equity As at 31 st March 2026*	Impact on Profit and Equity As at 31 st March 2025*
5% increase in Equity Prices	14.82	18.32
5% Decrease in Equity Prices	(14.82)	(18.32)

*Before tax

IV. Liquidity Risk:

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The group has obtained fund and non-fund based working capital limits from various Bankers which is used to manage the liquidity position and meet obligations on time.

Maturity Analysis of Non-Derivative Financial Liabilities:

	Due in 1 st Year	Due between 1 to 5 years	Carrying Amount as on 31 st March 2026
March 31 st 2025			
Borrowings	8,533.56	10,021.20	18,554.76
Trade Payables	13,090.52	-	13,090.52
Lease Liabilities	-	-	-
Other Financial Liabilities	2,278.02	49.75	2,327.77
Total	23,902.11	10,070.95	33,973.05

V. Credit Risk:

Credit Risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The management evaluates the Credit Risk of individual financial assets at each reporting date. An expected credit loss is recognized if the Credit Risk has increased significantly since the initial recognition of the financial instrument. In general, the group assumes that there has been a significant increase in Credit Risk since initial recognition if the amounts are 30 days past due from the initial or extended due date. However, in specific cases the Credit Risk is not assessed to be significant even if the asset is due beyond a period of 30 days depending on the credit history of the customer with the group and business relation with the customer. A default on a financial asset is when the counter party fails to make contractual payments within 1 year from the date they fall due from the initial or extended due date. The definition of default is adopted given the industry in which the entity operates.

Write off of Financial Assets:

To the extent a financial asset is irrecoverable, it is written off by recognizing an expense in the statement of profit and loss. Such assets are written off after obtaining necessary approvals from appropriate levels of management when it is estimated that there is no realistic probability of recovery and the amount of loss has

been determined. Subsequent recoveries, if any of amounts previously written off are recognized as an income in the statement of profit and loss in the period of recovery

The group considers the following to be indicators of remote possibility of recovery:

- a. the counter party is in continuous default of principal or interest payments
- b. the counter party has filed for Bankruptcy
- c. the counter party has been incurring continuous loss during its considerable number its past accounting periods

The group assesses changes in the Credit Risk of a financial instrument taking into consideration ageing of bills outstanding on the reporting date, responsiveness of the counter party towards requests for payment, forward looking information including macro-economic information and other party specific information that might come to the notice of the group. In general, it is assumed that the counter party continues his credit habits in future.

During the year 2017-18, the Parent Company wrote off ₹2,854.06 Lakhs of Trade Receivables and ₹12,337.79 Lakhs of Loan Receivable from Ucal Holding Inc., (Previously Amtec Precision Products Inc) erstwhile Wholly Owned Subsidiary.

The group does not hold any Security/Collateral against its trade receivables, lease receivables, loans and deposits.

Credit Exposures:

The group categories the Financial Assets into following classes based on Credit Risk:

Grade	Description	Extent of Loss recognized
A	High Quality Asset, the risk of default is negligible or nil	12 month expected Credit Loss
B	Standard Asset, the risk of default is low and the counterparty has sufficient financial strength to meet the obligations	12 month expected Credit Loss
C	Low Quality Asset, the risk of default is considerable and there has been a significant increase in the credit risk since initial recognition	Life Time Expected Credit Losses
D	Possibility of recovery is negligible.	Asset is written off

Grade wise credit risk exposure on the reporting date: (₹ In Lakhs)

Grade	As at 31 st March 2026					As at 31 st March 2025				
	Equity Instruments	Deposits and advances	Cash and Bank Balances	Trade and Lease Receivables	Other Financial Assets	Equity Instruments	Deposits and advances	Cash and Bank Balances	Trade and Lease Receivables	Other Financial Assets
A	296.48	1,493.77	832.15	10,267.42	3,026.96	366.43	1,144.73	816.97	11,056.27	3,182.35
B	-	-	-	-	-	-	-	-	-	-
C	-	-	-	-	-	-	-	-	-	-

40. Capital Management:

The group manages its capital to ensure the continuation of going concern, to meet the funding requirements and to maximize the return to its equity shareholders. The group is not subject to any capital maintenance requirement by law. Capital budgeting is being carried out by the group at appropriate intervals to ensure availability of capital and optimization of balance between external and internal sources of funding. The capital of the group consists of equity shares and accumulated internal accruals. Changes in the capital have been disclosed with additional details in the Statement of Changes in Equity

The Group objectives when managing capital are to

- Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefit for other stakeholders, and

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

- Maintain an optimal capital structure to reduce the cost of capital.

The Group monitors capital on the basis of the following gearing ratio: Net Debt (Total borrowings net of cash and cash equivalents) divided by Total 'Equity' (as shown in the balance sheet). The Group strategy is to maintain an optimum gearing ratio. The gearing ratios were as follow:

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2026	For the year ended 31 st March 2025
I. Net Debt	17,722.61	23,943.84
II. Total Equity	32,616.20	35,471.00
III. Net Debt to Equity Ratio	0.54	0.67

41. Employee Benefit Obligations:

Defined benefit as per actuarial Valuation:

(₹ In Lakhs)

Particulars	Gratuity			Compensated Absences		
	Present value of Obligation	Fair Value of Plan assets	Net Amount	Present value of Obligation	Fair Value of Plan assets	Net Amount
As at 31st March 2024	1,269.65	811.87	457.78	91.84	-	91.84
Current service cost	83.19	-	83.19	34.04	-	34.04
Interest expense/(income)	90.71	58.01	32.70	6.56	-	6.56
Others	0.00	0.00	0.00	(10.42)	-	(10.42)
Total amount recognized in profit and loss account	173.90	58.01	115.89	30.18	-	30.18
Remeasurements	-	-	-	-	-	-
Return on plan assets, excluding amounts included in interest expense / (income)	0.00	(9.26)	9.26	-	-	-
(Gain) / loss from change in financial assumptions	43.21	-	43.21	-	-	-
Experience (gains) / losses	189.80	-	189.80	-	-	-
Total amount recognized in other comprehensive income	233.01	(9.26)	242.27	-	-	-
Employer contributions	-	5.39	(5.39)	-	-	-
Benefit payments	(58.70)	(58.70)	-	-	-	-
As at 31st March 2025	1,617.86	807.31	810.55	122.03	-	122.03
Current service cost	100.29	0.00	100.29	9.66	-	9.66
Past service cost	258.25	0.00	258.25	-	-	-
Interest expense/(income)	110.77	48.87	61.90	8.11	-	8.11
Other adjustment	0.00	(145.67)	145.67	4.52	-	4.52
Total amount recognized in profit and loss account	469.31	(96.80)	566.11	22.29	-	22.29
Remeasurements	0.00	0.00	-	-	-	-
Return on plan assets, excluding amounts included in interest expense / (income)	0.00	0.01	0.01	-	-	-
(Gain) / loss from change in financial assumptions	(45.72)	0.00	-45.72	-	-	-
Experience (gains) / losses	(178.00)	0.00	-178.00	-	-	-
Total amount recognized in other comprehensive income	(223.72)	0.01	-223.73	-	-	-
Employer contributions	0.00	15.16	-15.16	-	-	-
Benefit payments	(40.37)	(37.35)	-3.02	-	-	-
As at 31st March 2026	1,823.07	688.33	1,134.74	144.32	-	144.32

*Gratuity plan is funded with a cash accumulation plan in LIC whereas leave encashment plan is not funded

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Significant Assumptions made for the valuation of Defined benefit Obligations include:

Assumptions	As at 31 st March 2026	As at 31 st March 2025
	%	%
Discount Rate	7.10%	6.65%
Salary Growth Rate	5.00%	5.00%
Mortality Rate (% of IALM 06-08)	100.00%	100.00%
Attrition Rate	8.00%	8.00%

Risk Exposure:

Valuations of defined employee benefit obligations are performed on certain basic set of pre-determined assumptions and other regulatory framework which may vary over time. Thus, the group is exposed to various risks in providing the above gratuity benefit which are as follows:

In addition to Interest Rate risk and liquidity risk explained hereinbefore the group is also exposed to the below risks on account of valuation of defined benefit obligations:

- 1. Salary Escalation Risk:** The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.
- 2. Demographic Risk:** The group has used certain mortality and attrition assumptions in valuation of the liability. The group is exposed to the risk of actual experience turning out to be worse compared to the assumptions.
- 3. Regulatory Risk:** In India, gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts (e.g. Increase in the maximum limit on gratuity payout).
- 4. Investment Risk:** The probability or likelihood of occurrence of losses relative to the expected return on any particular Investment.

42. Related Party Disclosure:

- 1) List of Related Parties where control exists

Holding Company

Carburettors Limited

Subsidiaries:

- i. Ucal Polymer Industries Limited (UPIIL) {Wholly Owned subsidiary of UCAL LIMITED}
- ii. UPIIL, USA (Wholly Owned subsidiary of UPIIL)

- 2) Other Related Parties:

- a) Fellow Subsidiaries:

UCAL Electronics Private Limited

- b) Key Managerial Personnel:

- i. Mr. Jayakar Krishnamurthy - Chairman and Managing Director
- ii. Mr. Adithya Srivatsa Jayakar- Deputy Managing Director
- iii. Mr Ram Ramamurthy - Whole Time Director
- iv. Mr. S Narayan - Company Secretary
- v. Mr. M Manikandan - Chief Financial officer
- vi. Mr. Jaisankar T - Chief Executive Officer

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

- c) Enterprises controlled or jointly controlled by KMP or directors
 - i. Minica Real Estates Private Limited
 - ii. Bangalore Union Services Private Limited
 - iii. Avironix private limited
 - iv. Ucal Holdings Inc., (UHI) USA (Wholly owned subsidiary of UCAL LIMITED till 14th March 2026)
 - v. Ucal Systems Inc., (Wholly owned subsidiary of Ucal Holding Inc., till 14th March 2026)
 - vi. Amtec Molded Products Inc., USA (Wholly owned subsidiary of Ucal Holding Inc.,till 14th March 2026)
- d) Relatives of Key Managerial Personnel:
 - i. Mr. Peter Thomas Langford
- e) Entities controlled by relatives of KMP:
 - i. UCAL Rubber Product Limited (Formerly known as Magnetic Meter Systems (India) Limited)
 - ii. Bharat Technologies Auto Components Limited
 - iii. Sujo Land and Properties Private Limited
 - iv. Minica Services Private Limited
 - v. Southern Ceramics Private Limited
 - vi. Bharat Advisory services private Limited.
- f) Entities in which KMP or relatives are trustees or members of managing committee:
 - i. Culture and Heritage Trust of Karuveli
- g) Other Non-executive independent directors
 - i. Mr. S.Balasubramanian
 - ii. Mr. I.V.Rao
 - iii. Mr. R Sundar
 - iv. Ms. Sandhya Shekhar
- h) Other Non-executive non independent directors
 - i. Mr. Abhaya Shankar

Note: Related party relationship are identified by the company and relied upon by the auditors.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Transactions during the year 2025-26	Holding Company	Other Related Enterprises	KMP*	Relatives Of KMP*	Other directors
Rent Received		0.78 (0.78)			
Rent Paid		240.00 (240.00)	36.00 NIL		
Managerial Remuneration (Directors)*			428.85 (454.66)		
Remuneration to Key Managerial Personnel other than Directors**			167.02 (98.63)		
Salary Paid				48.57 (71.86)	
Sale of Goods		917.97 (2,103.31)			
Corporate Guarantee & Mortgage received		6,500.00 (6,500.00)			
Commission received					22.01 (20.91)
Sitting fees					20.70 (22.80)

The figures within bracket represent previous year figures

* Remuneration Paid

-Excludes contribution for gratuity and compensated absences as the incremental liability has been accounted for the company as a whole

-Includes Superannuation provision created and yet to be paid

Managerial remuneration includes (₹ in lakhs)

Particulars	Chairman and Managing Director	Deputy Managing Director	Whole Time Director
Name	Mr.Jayakar Krishnamurthy	Mr Adithya Srivatsa Jayakar	Mr. Ram Ramamurthy
Short Term Employee Benefits	310.42	55.22	48.00
Post-employment Benefits			
- Provident Fund	-	2.28	-
- Superannuation Fund	12.90	-	-

Remuneration to Key Managerial Personnel other than Directors includes (₹ in lakhs)

Particulars	Company Secretary	Chief Financial Officer	Chief Executive Officer
Name	Mr. S Narayan	Mr. M Manikandan	Mr. Jaisankar T
Short Term Employee Benefits	28.74	49.53	76.69
Post-employment Benefits			
- Provident Fund	1.08	2.43	3.11
- Superannuation Fund	1.35		4.07

d) Transactions with related parties (₹ in lakhs)

Transactions during the year 2025-26	Holding Company	Other Related Enterprises	KMP*	Relatives Of KMP*	Other directors
Balances as on 31.03.2026					
Outstanding Payables		988.34 (1,209.91)			
Outstanding Receivables		1,456.32 (683.39)			
Purchase of Materials		7,042.25 (7,333.01)			
Interest Accrued for the loan		273.35 (230.85)			
Consultancy Charges paid		150.00 (150.00)			
Loan from related parties		1,300.00 (1,300.00)			

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

43. Borrowings: (₹ In Lakhs)

Particulars	As at 31 st March 2026			Security & Repayment Details
	Current Maturities	Non -Current Maturities	Total	
I. Non-Current Borrowing				
A. Secured Borrowings				
Term Loan I	195.08	219.59	414.67	Secured by way of second charge on moveable and immoveable fixed assets at BAWAL plant and moveable assets acquired from BFL's term loans. Repayable in 72 monthly instalments commencing from April 2022
Term Loan II	30.71	-	30.71	Secured against Receivables from Ashok Leyland and Fixed Deposit. Repayable in 24 monthly instalments commencing from May 2024
Term Loan III	74.09	53.99	128.08	Equipment loan secured against charge on specified machineries and fixtures at MM01 and SEZ Plant. 1 loan - Repayable in 48 monthly instalments commencing from December 2023 3 Loans - Repayable in 60 monthly instalments commencing from February 2024, April 2024 & October 2024 respectively 2 Loans - Repayable in 60 monthly instalments commencing from November 2025
	57.81	135.94	193.74	
	135.34	289.08	424.42	
	68.00	116.86	184.86	
	10.14	47.00	57.14	
	67.38	272.14	339.52	
Term Loan IV	96.11	368.33	464.44	Secured by way of mortgage of 99 years leasehold property located in SEZ Plant, mortgage of Plot no: A22, A3 & Shed no: B22 property (all that part and parcel of land) located in SIDCO Industrial Estate, Maraimalai Nagar. Repayable in 48 monthly installments within April 2030.
	96.11	368.33	464.44	
	100.00	360.00	460.00	
	84.44	393.33	477.78	
	86.67	393.33	480.00	
	66.67	387.78	454.44	
	14.67	85.33	100.00	
	35.00	465.00	500.00	
	38.67	361.33	400.00	
Term Loan V	109.20	279.57	388.77	Secured by way of mortgage of MM01 Plant. Both the loans are repayable in 7 years commencing from July 2024.
	148.26	641.83	790.10	
Term Loan VI	119.64	145.41	265.05	Secured by way of mortgage on commercial property located at Raheja Towers, Anna Salai, Chennai and Machineries loacted at MM01 Plant. 1 Loan repayable in 60 monthly installments commencing from January 2023. 1 Loan repayable in 60 monthly installments commencing from March 2023. 1 Loan repayable in 60 monthly instalments commencing from March 2024. 3 Loans repayable in 60 monthly installments within December 2030.
	14.22	30.91	45.13	
	229.32	165.94	395.26	
	36.37	178.01	214.39	
	23.97	117.33	141.31	
	21.44	102.09	123.53	
Term Loan VII	328.05	533.09	861.14	Equipment loan secured against pari passu charge on moveable fixed assets at BAWAL Plant along with Bajaj Finance Limited. Repayable in 60 monthly installments commencing from December 2023.
Term Loan VIII	300.00	2,609.65	2,909.65	LAP Facility - Secured by Indsutrial plot of land together with building situated at Maraimalai Nagar Induatial estate (CMDA Industrial Complex). Repayable in 120 monthly installments commening from January 2026.
Total	2,587.37	9,121.20	11,708.57	



NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Particulars	As at 31 st March 2026			Security & Repayment Details
	Current Maturities	Non -Current Maturities	Total	
B. Unsecured Borrowings				
Inter Corporate Deposit I	-	400.00	400.00	Repayable on Demand
Inter Corporate Deposit II	-	500.00	500.00	Loan which was availed in September 2023 is repayable at the end of 36 months.
Unlisted Non Convertible debentures @ 11.50% (Term Loan)	815.02	-	815.02	The loan though is classified as unsecured loan it is secured by Corporate Guarantee and Mortgage of property given by a related party. Repayable in 30 monthly installments commencing from April 2024
Unlisted Non Convertible debentures @ 11.80% (Term Loan)	1,499.85	-	1,499.85	The loan though is classified as unsecured loan it is secured by Corporate Guarantee and Mortgage of property given by a related party. Repayment commencing from April 2026.
Total	2,314.87	900.00	3,214.87	
II. Current Borrowings				
Inter corporate deposit III	400.00	-	400.00	Loan which was renewed in May 2025 is repayable at the end of 12 months.
Short Term borrowings from Banks	2,092.93	-	2,092.93	Bill discounting facility secured against Bajaj receivables.
Short Term Borrowings from Others	700.00	-	700.00	Unsecured Short term revolving loan repayable in 90 days
Loans repayable on Demand	438.39	-	438.39	Working capital facilities from bank are secured by first charge on inventories and book debts.
Total	3,631.33	0.00	3,631.33	

44. (i) The group has utilised the borrowings for the purpose for which it is obtained as mentioned in the agreements

45. Key Ratios as per Schedule III.

S. No	Ratios	UOM	Formula	31-03-2026	31-03-2025	% Variance	Remarks
1	Current ratio	Times	Current Assets / Current Liabilities	0.98	0.91	7.64	-
2	Debt- Equity Ratio	Times	Total Debt/ Shareholders Equity	0.57	0.70	(18.51)	-
3	Debt Service coverage Ratio	%	Earnings available for Debt Services / Debt Services	41.00%	88.63%	(47.62)	*
4	Return on Equity (ROE)	%	Net profit after tax / Shareholders Equity	(9.79%)	(4.49%)	(5.30)	-
5	Inventory Turnover Ratio	Times	Cost of Goods Sold / Average inventory	4.28	3.58	19.81	-
6	Trade Receivable Turnover Ratio	Times	Net Credit sales / Average Accounts receivable	7.86	7.02	11.95	-
7	Trade Payable Turnover Ratio	Times	Net Credit Purchases / Average Accounts Payable	4.50	4.68	(3.74)	-
8	Net Profit Ratio	%	Net Profit / Net Sales	(3.91%)	(4.01%)	0.10	-
9	Return on Capital Employed	%	Earnings before interest and taxes / Capital Employed	0.43%	4.31%	(3.88)	-
10	Net capital turnover ratio	Times	Net sales/Working capital	154.93	26.55	483.56	#
11	Return on investment	%	[MV (cl) - MV (op)]/MV (op)	(478.15%)	22.30%	(500.45)	*

Reason for variance, More than 25%

* The decline in the ratios compared to the previous year is primarily on account of exceptional items aggregating to ₹ 1,778.78 Lakhs recognized during the year (Refer Note no : 30)

The Net Capital Turnover Ratio has been presented in absolute terms to accurately depict the effective utilization and increase in net working capital

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

46. CWIP Project Ageing: (₹ In Lakhs)

Particulars	Total	Amount in CWIP for a period of			
		Less than 1 year	1-2 years	2-3 Years	More than 3 years
Dorman Projects	742.09	524.76	217.33	-	-
Cummins Projects	64.40	8.35	56.05	-	-
Indo-Spain Project	163.70	-	-	-	163.70
Drone Project	324.40	-	-	-	324.40
Health and Safety Project	143.70	-	-	65.30	78.40
MSIL K10C - Oil Pump Facility Development	863.09	110.31	-	680.27	72.51
TVS Jupiter Throttle Body Project	27.50	26.36	1.13	-	-
NIDEC Project	273.07	273.07	-	-	-
Other Projects	79.53	55.88	23.65	-	-
Grand Total	2,681.48	998.74	298.16	745.57	639.01

Of the above, there are no projects where the cost has exceeded the budget or there is a delay in completion except Indo-Spain (Drone) Project where owing to additional requirements from government, the Group has been facing delay in completion of the project.

47. Contingent Liabilities, guarantees and Commitments not provided for: (₹ In Lakhs)

Description	As at 31 st March 2026	As at 31 st March 2025
Claims against Group not acknowledged as Debts		
i) Sales Tax/Tax	3,990.48	3,990.48
ii) EPFO assessment	14.47	14.47
iii) Income Tax	1,586.06	1,586.51
iv) Excise Duty/ Service tax and GST	727.39	388.29
Commitment		
Estimated amount w.r.t contracts remaining to be executed on capital account, net of advances, not provided for	2,610.29	1,442.70

48. Expenditure Incurred on Research and Development: (₹ In Lakhs)

Particulars	For the year ended 31 st March 2026	For the year ended 31 st March 2025
A. Revenue Expenditure		
a) Material Consumed	-	-
b) Employee Benefit Expenditure	565.79	536.21
c) Other Expenses	723.34	783.01
Sub-Total - A	1,289.13	1,319.22
B. Capital Expenditure		
a) Land and Building		-
b) Plant and Machinery	107.38	65.23
c) Others	5.24	3.78
Sub-Total - B	112.62	69.01
Total R&D Expense - (A) + (B)	1,401.75	1,388.24

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

49. Disclosure made in terms of Regulation 34(3) of SEBI (LODR) Regulations 2015 (₹ In Lakhs)

Pursuant to Regulation 34(3) read with Part A of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Group has not granted any loans and advances in the nature of loans to firms/ companies in which directors of the Group are interested during the financial year.

50. Proposed Dividend and Tax thereon:

The board of directors of the Parent Company in their meeting held on 27-05-2026 have not proposed distribution of dividend for the financial year ended 31-03-2026 as the parent company intends to conserve its resources.

51. Corporate Social Responsibility:

Expenditure incurred on corporate social responsibility (CSR) activities:

- 1) Gross amount required to be spent during the year is ₹30.43 lakhs (last year 30.54 lakhs)
- 2) Amount spent during the year ₹ 35.63 lakhs

Sl. No	Particulars	Year ended 31 st March 2026		Year ended 31 st March 2025	
		Spent upto Balance sheet date	Provided for	Spent upto Balance sheet date	Provided for
1.	Culture and Heritage Trust of Karuveli	NIL	NIL	NIL	NIL
2.	Dr.V.Krishnamurthy Educational Foundation	30.63	30.63	27.04	27.04
3.	Commissioner Municipality Maraimalai nagar	NIL	NIL	3.50	3.50
4.	Udhavum Ullangal Public Charitable	5.00	5.00	NIL	NIL

52. Investment Property

The group has one investment property in State of Illinios, USA that generated rental income during the year. The group did not have any property that did not generate rental income. There were no restrictions on the realizability of investment property or on remittance of income and proceeds of disposal (₹ In Lakhs)

Particulars	Year Ended 31-03-2026	Year Ended 31-03-2025
Opening Gross Carrying Amount	2,553.28	2,490.52
Additions/Deletions	-	-
Foreign Currency Translation	279.60	62.76
Closing Gross Carrying Amount	2,832.88	2,553.28
Opening Accumulated Depreciation	1,365.09	1,240.98
Depreciation for the year	97.92	91.70
Foreign Currency Translation	154.57	32.41
Closing Accumulated Depreciation	1,617.58	1,365.09
Opening Written Down Value	1,188.19	1,249.53
Closing Written Down Value	1,215.31	1,188.19

Estimated Depreciable Life 27.5 years. The fair value of the investment property is its carrying value. Management has estimated the fair value based on level 3 inputs

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

53. Additional Information As Required by Paragraph 2 of the General Instruction for the Preparation of Consolidated Financial Statements As Per Schedule III of Companies Act 2013:

31st March 2026

Name of the entity in the Group	Net Assets i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of Consolidated net assets	Amount	As % of share in Profit or loss	Amount	As % of other comprehensive income	Amount	As % of Total comprehensive income	Amount
Holding company								
UCAL LIMITED	86%	27,966.59	290%	(9,676.68)	31%	148.47	334%	(9,528.21)
Subsidiaries-INDIA								
Ucal Polymer Industries Limited and its subsidiaries	16%	5,207.50	5%	(173.39)	26%	123.96	2%	(49.43)
Subsidiaries-Foreign								
UCAL Holdings, Inc and its subsidiaries	-	-	70%	(2,331.78)	43%	205.09	74%	(2,126.70)
Consolidation adjustments	(2%)	(557.89)	(266%)	8,849.53	-	-	(310%)	8,849.53
Total	100%	32,616.20	100%	(3,332.32)	100%	477.51	100%	(2,854.80)

31st March 2025

Name of the entity in the Group	Net Assets i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of Consolidated net assets	Amount	As % of share in Profit or loss	Amount	As % of other comprehensive income	Amount	As % of Total comprehensive income	Amount
Holding company								
UCAL LIMITED	106%	37,494.80	(139%)	2,260.37	986%	(183.78)	(126%)	2,076.59
Subsidiaries-INDIA								
Ucal Polymer Industries Limited and its subsidiaries	15%	5,256.93	6%	(102.88)	(151%)	28.14	5%	(74.73)
Subsidiaries-Foreign								
UCAL Holdings, Inc and its subsidiaries	10%	3,647.24	234%	(3,808.16)	(735%)	137.04	223%	(3,671)
Associates (Investment as per the equity method)- Till July 2024								
Avironix private limited	0%	-	0%	-	0%	-	0%	-
Consolidation adjustments	(31%)	(10,927.97)	(1%)	22.68	0%	(0.05)	(1%)	23
Total	100%	35,471.00	100%	(1,628.00)	100%	(18.64)	100%	(1,646.63)

54. The Group is engaged in the business of manufacture and sale of automotive components. There are no other reportable segments of operation of the Group.
55. The Group has complied with section 2 clause 87 of companies act 2013 in relation to layers of subsidiaries for the Financial year 2025-26



NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

56. Other statutory information :

- a) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- b) The Group has not traded or invested in Crypto currency or virtual currency during the financial year.
- c) The Group has not advanced or loaned or invested funds to any persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or,
 - Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- d) The Group has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
- Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or,
 - Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- e) The group has not revalued any of its property, plant and equipment and intangible assets during the year
- f) The group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year
57. The Group does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961). There are no previously unrecorded income and related assets in the books of during the year.
58. The Group does not have any transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956
59. The Group is not declared as a willful defaulter by any bank or financial institution or other lender.
60. There are no charge or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.
61. Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transaction of a non-cash nature including the effects of derecognition of assets and liabilities referred to in Note 35, any deferrals or accruals of past or future operating cash receipts or payments, and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities are disclosed separately.
62. Previous year's figures have been regrouped wherever necessary to conform to current year's grouping.

The accompanying notes form an integral part of these Consolidated financial statements
As per our Report Attached of even date

For and on behalf of the Board of Directors

For M/s R. Subramanian and Company LLP
Chartered Accountants
ICAI Regd. No. 004137S/S200041

RAM RAMAMURTHY
WHOLE-TIME DIRECTOR
DIN: 06955444

JAYAKAR KRISHNAMURTHY
CHAIRMAN AND MANAGING DIRECTOR
DIN: 00018987

KUMARASUBRAMANIAN R
Partner
Membership No.021888
Place: Chennai
Date: 27th May 2026

JAISANKAR T
CHIEF EXECUTIVE OFFICER

S. NARAYAN
COMPANY SECRETARY
Membership No. A15425

M. MANIKANDAN
CHIEF FINANCIAL OFFICER
Membership No. 231640



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Notes section on page 247, consisting of 25 horizontal dotted lines for text entry.



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