UCAL LIMITED
(Formerly UCAL FUEL SYSTEMS LIMITED)

14.07.2026

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

Dear Sir/Madam,

Sub.: Notice of Postal Ballot – Compliance under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In furtherance to our letter dated 8th July, 2026 and pursuant to Regulation 30 read with Schedule III of the Listing Regulations, please find enclosed the Notice of Postal Ballot dated 08th July 2026 together with the Explanatory Statement which is being sent to the Members of the Company, seeking approval by way of Special Resolutions in respect of the following business:-

S.No.	Description of Resolution	Type of Resolution
1.	Re-Appointment of Mr.Jayakar Krishnamurthy (DIN:00018987) as Managing Director (Designated as Chairman and Managing Director) and approval of his Remuneration.	Special
2.	To approve increase in managerial remuneration of Mr. Adithya Srivatsa Jayakar (DIN: 08188358) Deputy Managing Director of the company.	Special
3	Re-appointment of Mr.Ram Ramamurthy (DIN:06955444) as Whole Time Director and approval of his remuneration.	Special
4	Re-appointment of Mr. Ramachandran Sundar (DIN:10831047) for second term as an Independent Director of the company.	Special
5	Re-appointment of Mr. Abhaya Shankar (DIN:00008378) as Non-Executive Non-Independent Director of the company.	Special

The Notice of Postal Ballot is being sent to those Members who have registered their e-mail addresses with the Depository or with the Company and whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 03rd July, 2026 ("cut-off date").

The remote e-voting period commences on Wednesday, 15th July, 2026 [9.00 A.M (IST)] to Thursday, 13th August, 2026 [5.00 P.M (IST)]. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date Friday, 03rd July, 2026 may cast their votes communicating assent or dissent by way of remote e-voting system only.

The Notice of Postal Ballot is being made available on the website of the Company at www.ucal.com and on the website of National Securities Depository Limited at www.evotingindia.com.

Kindly take the above on your record.

Yours faithfully,
For Ucal Limited

S NARAYAN Digitally signed by S NARAYAN Date: 2026.07.14 15:41:34 +05'30'

S Narayan
Company Secretary

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

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

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Sections 110, 102 read with 108 and other applicable provisions of the Companies Act, 2013 read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014, and other related Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, each as amended, and in accordance with the provisions of the General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars'), issued by the Ministry of Corporate Affairs, Government of India, read with applicable SEBI Circulars, for obtaining approval of the members by way of special resolution(s), only through remote electronic voting (**"remote e-voting"**) process for the businesses as set out in this Postal Ballot Notice (**"Notice"**).

The draft of the resolutions to be passed together with the Statement of material facts explaining the reasons thereof pursuant to Section 102(1) of the Act 2013, are being sent to the members in electronic form to their registered email IDs and annexed to the Notice for your consideration.

The Company is pleased to provide the facility for voting through "electronic means" to enable members to cast their votes for e-Voting by selecting appropriate options for the Resolution, in accordance with the provisions of the Companies Act 2013 and Regulation 44 of the SEBI (LODR) Regulations, 2015.

The Company, for this purpose, has engaged National Securities Depository Limited ("NSDL"), an agency authorized by the Ministry of Corporate Affairs ("MCA"), for facilitating the members to communicate their assent or dissent through "electronic means" in respect of the resolutions through the remote e-Voting system. The detailed procedures for voting through "electronic means" are given in the Notes attached herewith.

The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date Friday, 3rd July 2026. A person who is not a member as on the cut-off date should treat this notice for information purposes only. The voting rights in respect of unclaimed shares held in Ucal Limited - Unclaimed Suspense Account and Investors Education Protection Fund stand frozen in terms of Regulation 39 read with Schedule VI of the Listing Regulations, 2015 and Section 124 of the Act, 2013, respectively.

Pursuant to Rule 22(5) of the Companies (Management & Administration) Rules,2014, the Board of Directors (the Board) has appointed Mr. P. Muthukumaran Partner of M/s P Muthukumaran & Associates, Practising Company Secretaries, Chennai, as the Scrutinizer, at its meeting held on Wednesday, 8th July 2026, for conducting the Postal Ballot Process through "electronic means" in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

Members are, therefore, requested to carefully read and follow the instructions for voting through "electronic means", viz., by casting their votes electronically from Wednesday, 15th July, 2026 [9.00 A.M (IST)] to Thursday, 13th August, 2026 [5.00 P.M (IST)] by following the procedures as explained in the Notes herein below.

The Scrutinizer will submit their report on the results of voting through "electronic means" to the Chairman or any one of the Directors of the Company or Company Secretary of the Company as authorised, after completion of the scrutiny of voting by electronic means.

The results will be announced by the Chairman or any one of the Directors of the Company or Company Secretary of the Company as authorized, at its registered office on or before Monday, 17th August, 2026. The results will also be intimated to the Stock Exchanges where the shares of the Company are listed and also uploaded on the website of the Company i.e. www.ucal.com and on the website of NSDL at www.evoting.nsdl.com.

The last date of voting, i.e., Thursday, 13th August, 2026 will be taken as the date of passing of the said resolutions by the members of the Company, subject to the votes cast in favour of the resolution being not less than seventy-five per cent of the total votes cast against the resolution.

Members requiring any clarification may contact Mr S Narayan, Company Secretary at the registered office of the Company or through e-mail viz., investor@ucal.com.

All documents, referred to in this Notice and in the Statement of material facts referred to under Section 102(1) of the Act, 2013, are open for inspection at the Registered Office of the Company during office hours on all working days between 10.00 A.M. (IST) and 12.00 Noon (IST) up to Thursday, 13th August, 2026.

The Postal Ballot Notice has also been placed on the Company's website viz, www.ucal.com/investors for use by the Members.

SPECIAL BUSINESS:

1. **ITEM NO.1 - RE-APPOINTMENT OF MR.JAYAKAR KRISHNAMURTHY (DIN:00018987) AS MANAGING DIRECTOR (DESIGNATED AS CHAIRMAN AND MANAGING DIRECTOR) AND APPROVAL OF HIS REMUNERATION**

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

"**RESOLVED THAT** pursuant to the provisions of 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions (including any statutory modifications, amendments or re-enactments thereto for the time being in force), the relevant provisions of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and subject to the approval of the Central Government and such other approvals as may be required, consent of the members be and is hereby accorded for re-appointment of Mr.Jayakar Krishnamurthy (DIN: 00018987) as Chairman and Managing Director of the Company for a period of 5 (five) years with effect from 1st September,2026 to 31st August 2031 (both days inclusive), on the following terms of remuneration as stated below:-

Remuneration:

a. Basic Salary – USD 13,750 per month

b. Special allowance– USD 13,750 per month (This allowance, however, will not be taken into account for calculation of benefits such as provident fund, gratuity, and leave encashment)

c. House rent allowance– USD 5,500 per month.

Perquisites:

a. Medical Expenses: Reimbursement of medical expenses incurred in India for self and family subject to a ceiling of one month's basic salary for a year as per the rules of the company.

b. Leave Travel Expenses: Leave Travel Expenses for self and family, subject to a ceiling of one month's basic salary for a year as per the rules of the company.

c. Club Fees: Fees of one corporate club in India (including admission and membership fee).

d. Personal Accident Insurance Premium for self and family as per the rules of the company.

e. Gratuity calculated on the basic salary as per the rules of the Company.

f. Up to two cars for use on company's business.

g. Leave and encashment of leave, in accordance with the rules of the company.

h. Other Allowances/benefits/perquisites: Any other allowances, benefits and perquisites as per the rules applicable to the senior executives of the company and/or which may become applicable in future and/or any other allowance, perquisites as the Board may from time to time decide.

i. Commission will be calculated at such percentage so as to make the overall remuneration including salary, perquisites and commission stated above, equivalent to 7.5% of the net profits in the respective years of the company as computed under Section 198 read with Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (on the recommendation of the Nomination & Remuneration Committee) be and are hereby authorized to revise, amend, alter and vary the terms and conditions of re-appointment and remuneration of Mr.Jayakar Krishnamurthy (DIN: 00018987), Chairman and Managing Director in such manner as may be permissible in accordance with the provisions of the Act read with Schedule V and other applicable laws/regulations, if any or any modification or enactment thereto, and as may be agreed to by and between the Board of Directors and Mr.Jayakar Krishnamurthy (DIN: 00018987) Chairman and Managing Director.

RESOLVED FURTHER THAT pursuant to Section 196(3) read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended) the consent of the Members be and is hereby accorded for the continuance of the employment of Mr.Jayakar Krishnamurthy (DIN 00018987) Chairman and Managing Director who will attain the age of 70 (Seventy) years on 30th November 2030 as Chairman and Managing Director till the expiry of his term of office.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where in any financial year during the term of office of Mr.Jayakar Krishnamurthy (DIN:00018987) as Chairman and Managing Director, the Company has no profits or its profits are inadequate, the aforesaid remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to Mr.Jayakar Krishnamurthy (DIN:00018987), Chairman and Managing Director.

RESOLVED FURTHER THAT as Chairman and Managing Director of the Company, Mr.Jayakar Krishnamurthy (DIN: 00018987) shall, subject to the supervision, control and directions of the Board of Directors of the Company, continue to exercise substantial powers of management and shall manage the business and affairs of the Company.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr.Jayakar Krishnamurthy (DIN:00018987), Chairman and Managing Director be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law."

RESOLVED FURTHER THAT the Board of Directors of the Company or Committee thereof be and are hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and also to settle any question, difficulty or doubt that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

2. **ITEM NO.2 - TO APPROVE INCREASE IN MANAGERIAL REMUNERATION OF MR. ADITHYA SRIVATSA JAYAKAR (DIN: 08188358) DEPUTY MANAGING DIRECTOR OF THE COMPANY:**

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

"**RESOLVED THAT** further to the resolution passed at the Extra-Ordinary General Meeting held on 19th December, 2024 for appointment of Mr.Adithya Srivatsa Jayakar (DIN: 08188358) as Deputy Managing Director and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, permissions, sanction(s) as may be required and based on recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company, the consent of the Members of the Company, be and is hereby accorded for increase in the managerial remuneration payable to Mr.Adithya Srivatsa Jayakar (DIN: 08188358), Deputy Managing Director of the Company with effect from 1st July, 2026 for the remaining period of his present term of appointment up to 12th November 2029, as stated below with the other terms and conditions of his appointment remaining the same, and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said remuneration, in such manner as may be agreed to between the Board of Directors and Mr.Adithya Srivatsa Jayakar (DIN: 08188358), Deputy Managing Director within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary, as may be prescribed by the Central Government and as may be acceptable by Mr.Adithya Srivatsa Jayakar (DIN: 08188358) Deputy Managing Director.

1. **Basic Salary :-** ₹3,30,000/- per month (Rupees Three lakh and Thirty Thousand Only) per month.

2. **Allowances :-** ₹3,15,601/- per month (Rupees Three Lakh Fifteen thousand Six hundred and One only).

3. **LTA** :- ₹50,000 per annum (Rupees Fifty Thousand Only)

4. **Contribution to Provident Fund:-** 12% of Basic Salary. The Gratuity payable shall be as per the rules of the Company.

5. He shall be entitled to reimbursement of Newspaper, magazines, Communication expenses, periodicals, on production of evidences for payment subject to maximum of ₹3100/- Per month or ₹37,200/- Per annum.

6. Performance linked variable pay – Rs.5,00,000/- per annum.

7. Shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof.

Perquisites:

a) Medical Expenses: Reimbursement of medical expenses incurred in India for self and family subject to a ceiling of one month's basic salary for a year as per the rules of the company.

b) Club Fees: Fees of one corporate club in India (including admission and membership fee).

c) Personal Accident Insurance Premium for self and family as per the rules of the company.

d) Up to two cars company maintained for use.

e) Leave and encashment of leave, in accordance with the rules of the company.

f) Other Allowances/benefits/perquisites: Any other allowances, benefits and perquisites as per the rules applicable to the senior executives of the company and/or which may become applicable in future and/or any other allowance, perquisites as the Board may from time to time decide.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Adithya Srivatsa Jayakar, (DIN: 08188358) Deputy Managing Director shall be entitled to receive above remuneration including perquisites, etc. up to the limit as approved by the members herein above, as minimum remuneration in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Deputy Managing Director.

RESOLVED FURTHER THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr.Adithya Srivatsa Jayakar (DIN:08188358), Deputy Managing Director be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law."

RESOLVED FURTHER THAT the Board of Directors of the Company or Committee thereof be and are hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and also to settle any question, difficulty or doubt that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

3. **ITEM NO.3 - RE-APPOINTMENT OF MR.RAM RAMAMURTHY (DIN:06955444) AS WHOLE TIME DIRECTOR AND APPROVAL OF HIS REMUNERATION:**

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 Sections 196, 197, and 198 of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and enactment(s) thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be required and as recommended by Nomination and Remuneration Committee ("Committee") and approved by the Board, the consent of the members be and is hereby accorded for the re-appointment of Mr. Ram Ramamurthy (DIN 06955444) as the Whole time Director of the Company with effect from 4th September 2026 to 3rd September 2028 (both days inclusive) liable to retire by rotation, on the terms and conditions including the remuneration as set out below with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said remuneration in such manner as deemed fit necessary:-

1. **Basic Salary :-** Rs.4,25,000/- (Rupees Four Lakhs Twenty Five Thousand only) per month

2. **Contribution to Provident Fund**:- 12% of Basic Salary

3. **Allowances** : In addition to the salary and Contribution to Provident Fund, Mr. Ram Ramamurthy (DIN:06955444) Whole-time Director shall also be entitled to reimbursement of expenses, Medical and Personal Accident insurance premium, and such other allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors and Mr. Ram Ramamurthy (DIN:06955444). The Whole-time Director shall be entitled to be reimbursed in respect of all expenses incurred by him for and on behalf of the Company. However, no sitting fees will be paid to the Whole-time Director for attending the meetings of the Board of Directors or Committee thereof.

4. **Increment:** The Whole-time Director will be entitled for such increments from time to time as decided by the Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company within the maximum permissible limit specified in Schedule V of the Act."

RESOLVED FURTHER THAT the remuneration payable to Mr. Ram Ramamurthy, (DIN: 06955444) Whole-time Director, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the company has no profits or its profits are inadequate, the aforesaid remuneration payable to Mr. Ram Ramamurthy (DIN: 06955444), Whole-time Director be continued to be paid as minimum remuneration in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Whole-time Director.

RESOLVED FURTHER THAT Mr. Ram Ramamurthy (DIN: 06955444), Whole-time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company or Committee thereof be and are hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and also to settle any question, difficulty or doubt that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

4. **ITEM NO.4 - RE-APPOINTMENT OF MR. RAMACHANDRAN SUNDAR (DIN:10831047) FOR SECOND TERM AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and further, pursuant to Regulation 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mr.Ramachandran Sundar (DIN: 10831047) who was appointed as an Independent Director of the Company for a term of 2 years commencing from 13th November 2024 to 12th November 2026 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years commencing from 13th November 2026 upto 12th November 2031 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company or Committee thereof be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. **ITEM NO.5 - RE-APPOINTMENT OF MR. ABHAYA SHANKAR (DIN:00008378) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY**

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

"**RESOLVED THAT** that pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and 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] Mr. Abhaya Shankar (DIN: 00008378) who was appointed as Non-Executive and Non- Independent Director of the Company for a term of 2 years commencing from 13th November 2024 to 13th November 2026 (both days inclusive) and who being eligible for re-appointment as Non-Executive and Non-Independent Director has given his consent and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as Non-Executive and Non-Independent Director of the Company, liable to retire by rotation, to hold office for further term of two years with effect from 14th November 2026 to 13th November 2028 (both days inclusive).

RESOLVED FURTHER THAT in accordance with the provisions of Section 197 and other applicable provisions if any of the Companies Act, 2013 and Regulations 17(6)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, the monthly remuneration of Rs.2,00,000/- (Rupees Two Lakhs only) payable to Mr. Abhaya Shankar (DIN:00008378), Non-Executive and Non-Independent Director of the Company be and is hereby approved.

RESOLVED FURTHER THAT the remuneration payable to Mr. Abhaya Shankar (DIN:00008378), Non-Executive and Non- Independent Director, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Abhaya Shankar (DIN:00008378), Non-Executive and Non-Independent Director be continued to be paid as minimum remuneration in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Non-Executive Director and Non- Independent Director.

RESOLVED FURTHER THAT the Board of Directors of the Company or Committee thereof be and are hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and also to settle any question, difficulty or doubt that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

By Order of the Board of Directors
For **Ucal Limited**
Sd/-
S Narayan
Company Secretary
Membership No. A15425

Place: Chennai
Date : 08.07.2026

Notes:

1. The relevant Explanatory Statements, pursuant to provision of Section 102 of the Companies Act, 2013 (hereinafter referred to as "the Act") and Regulation 17, 44, 24(5) and 24(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the SEBI (LODR) Regulations, 2015") {including any statutory modification(s) or re-enactment(s) thereof for the time being in force} and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), in respect of the Special Business Agenda No. 1 to 5 as set out above are annexed hereto.

2. Mr. CS P. Muthukumaran Partner of M/s. P Muthukumaran and Associates, peer reviewed firm of Practicing Company Secretaries (Firm Registration No. P2024TN099300) (FCS: 11218 & COP No.: 20333), has been appointed as the Scrutinizer for conducting the Postal Ballot only through the e-voting process in a fair and transparent manner. He has communicated his willingness for such appointment and will be available for the same. The Scrutinizer will submit the Report to the Chairman or anyone of the Directors of the Company or the Company Secretary of the Company upon completion of the scrutiny of the votes cast through remote e-voting. The result of the Postal Ballot shall be declared on or before Monday, 17th August, 2026. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.

3. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ucal.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or anyone of the Directors of the Company or the Company Secretary of the Company, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed.

4. In compliance with the MCA Circulars, Postal Ballot Notice is being sent only electronically by e-mail to the Members who have registered their e-mail addresses with the Depository or with the Company and whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Friday, 3rd July, 2026 (the "Cut-Off Date"). Accordingly, the communications of the assent or dissent of the Members would take place through the e-voting system only. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who is not a Member as on the Cut-Off Date should treat this Postal Ballot Notice for information purposes only.

5. Further members who have not received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories, are also entitled to vote in relation to the resolution as set out in this Notice.

6. This Postal Ballot Notice will also be available on the Company's website at www.ucal.com and websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

7. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Company's RTA, Integrated Registry Management Services Pvt. Ltd., by sending an email at einward@integratedindia.in. Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to einward@integratedindia.in

8. The e-voting rights of the Shareholders / beneficiary owners shall be reckoned on the shares held by them as on Friday, 3rd July, 2026, being the cut-off date for the purpose. The shareholders of the Company holding shares either in dematerialized or in physical form, as on the cut-off date, can cast their vote electronically.

9. The remote e-voting period will commence on Wednesday, 15th July, 2026 [9.00 A.M (IST)] and end on Thursday, 13th August, 2026 [5.00 P.M (IST)].

10. The e-voting module shall be disabled by NSDL for voting thereafter and the voting shall not be allowed beyond the said date and time.

11. In case of Joint-holders, 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 through E-Voting during Postal Ballot Process.

12. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by e-mail to info@pmkadvisors.com with a copy marked to evoting@nsdl.co.in.

13. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

14. The proposed resolutions, if approved by the requisite majority through Postal Ballot, shall be deemed to have been duly passed on the last date of e-voting i.e. Thursday, 13th August, 2026. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.

15. As required by Rules 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI (LODR) Regulations,2015, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Tamil Nadu (in vernacular language, i.e. Tamil).

16. Members are informed that as an on-going measure to enhance ease of doing business for investors in dealing in securities markets by investors, SEBI vide its various Circulars has made applicable Common and Simplified Norms for processing investor's service request by RTAs and norms for mandatory furnishing PAN, KYC details and Nomination through various Forms.

17. Members are requested to intimate/update changes, if any, pertaining to their name, postal address, E-Mail IDs, telephone/mobile numbers, Permanent Account Number (PAN), KYC, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,

    For shares held in dematerialized form: to their Depository Participants (DPs)
    For shares held in physical form: to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and in other such applicable forms in pursuance to above mentioned SEBI Circular. The downloadable version of such Forms are available on the website of the Company.

18. The Company has designated Email Id:investor@ucal.com for redressal of shareholders'/ Investors complaints / grievances. In case shareholders have any queries / complaints / grievances, they may write at investor@ucal.com / einward@integratedindia.in from their registered e-mail Id mentioning their names and folio numbers / demat account numbers.

<u>How do I vote electronically using NSDL e-Voting system?</u>

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

<u>Step 1: Access to NSDL e-Voting system</u>

<u>A) Login method for e-Voting for Individual shareholders holding securities in demat mode</u>

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.

<u>Login method for Individual shareholders holding securities in demat mode is given below:</u>

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	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. 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.

	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 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. 
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.

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 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 140214 then user ID is 140214001***

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?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@pmkadvisors.com with a copy marked to evoting@nsdl.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. 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.

By Order of the Board of Directors
For **Ucal Limited**
Sd/-
S Narayan
Company Secretary
Membership No. A15425

Place: Chennai
Date : 08.07.2026

Explanatory Statement in respect of the Special Business pursuant to sections 102, 108 and 110 of the Companies Act, 2013

Item No.1:

Mr.Jayakar Krishnamurthy (DIN: 00018987) was appointed as Chairman and Managing Director by the shareholders in their 35th Annual General Meeting of the Company for a term of five years commencing from 1st September 2021 to 31st August 2026(both days inclusive). As his term expires by 31st August 2026, subject to the approval of the shareholders of the Company, the Nomination and Remuneration Committee and the Board of Directors at their meeting held on 8th July 2026 had approved the reappointment of Mr.Jayakar Krishnamurthy (DIN: 00018987) as Chairman and Managing Director for a further period of five years from 1st September 2026 to 31st August 2031 (both days inclusive).

Mr. Jayakar Krishnamurthy, (DIN: 00018987) during his tenure as Chairman and Managing Director, has successfully steered the company through intense competition, ensuring its sustainability and enabling it to carve a distinct niche in the market. Through the development of fast, time-to-market, value-engineered products and solutions, he has significantly accelerated the company's transformation and growth momentum. He has played a pivotal role in expanding the company's product portfolio, with a strong focus on throttle body solutions for the two-wheeler segment, curated offerings for aftermarket, export, and deemed export segments, as well as products such as oil pumps, intake throttle valves, and HC doser for the four-wheeler and domestic aftermarket segments.

His vision and guidance have undoubtedly driven the Company towards growth trajectory amidst ever-changing market dynamics. He has played a pivotal role towards talent and leadership succession framework, diligently nurturing and grooming individuals for key leadership positions within the Company. His efforts have fostered a culture of meritocracy, driving the organization towards excellence. Under his guidance, robust performance management processes have been instilled, emphasizing accountability and ensuring that decisions are made in the best interest of the Company's both short-term objectives and long-term sustainability.

Mr. Jayakar Krishnamurthy, (DIN: 00018987) Chairman and Managing Director has been instrumental in driving the Management team towards conceptualization and development of new products in the Company with the launch of anchor products viz., Electronic Throttle Body, Electronic Carburettors, Crank case, Water outlet etc. He has established a new corporate brand identity and revamped the organisation to remain nimble and agile to tackle future disruptions in the industry. The company under the stewardship of Mr. Jayakar Krishnamurthy (DIN: 00018987) Chairman and Managing Director, has initiated a lot of steps for improving its volume of business and revenues. Mr. Jayakar Krishnamurthy's continued leadership will be an asset to the company.

Considering the above and in accordance with the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members and subject to the approval of the Central Government as may be required and further taking into account the following factors i.e., financial position of the company, trend in the industry, qualification and experience of the appointee, past performance and past remuneration of the appointee approved at its meeting held on 8th July 2026 the reappointment of Mr. Jayakar Krishnamurthy (DIN: 00018987) as Chairman and Managing Director for a period of five (5) years commencing from 1st September,2026 to 31st August,2031 and the remuneration payable to him as set out in postal ballot notice.

Mr. Jayakar Krishnamurthy, (DIN: 00018987) Chairman and Managing Director, is a citizen of the United States of America and maintains certain personal and financial commitments outside India. Presently, the remuneration payable to him is denominated in Indian Rupees and subsequently remitted overseas, resulting in recurring foreign exchange conversion losses, fluctuations in effective remuneration value and remittance-related banking charges.

Considering his overseas financial obligations, international residence requirements, and to provide certainty in the value of remuneration approved by the shareholders, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has considered it appropriate to denominate and pay his remuneration directly in United States Dollars (USD).

The proposed denomination of remuneration in USD is intended solely to avoid exchange rate fluctuations and remittance costs and does not result in any increase in the overall remuneration approved by the shareholders. The remuneration shall continue to remain subject to the limits prescribed under the Companies Act, 2013, Schedule V thereto, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

The payment of remuneration in USD shall be subject to compliance with the provisions of the Foreign Exchange Management Act, 1999, rules, regulations and directions issued thereunder and other applicable statutory requirements. For the purposes of statutory disclosures, filings and computation under the Companies Act, 2013, the INR equivalent shall be determined based on the RBI Reference Rate or such other exchange rate as may be prescribed under applicable law.

He holds 9,03,778 shares in the company. He is related to Mr. Adithya Srivatsa Jayakar (DIN: 08188358), Deputy Managing Director of the company.

Further, Mr. Jayakar Krishnamurthy, (DIN: 00018987) during his tenure of office as Chairman and Managing Director, will attain the age of 70 years on 30th November

2030. In view of his experience and expertise knowledge and in pursuance of Section 196(3) read with Schedule V of the Companies Act, 2013, the Board of Directors recommends the continuance of the employment of Mr. Jayakar Krishnamurthy (DIN: 00018987) as the Chairman and Managing Director beyond the age of 70 years till the expiry of his term of office.

Mr. Jayakar Krishnamurthy (DIN: 00018987) has provided his consent for re-appointment as Chairman and Managing Director of the Company. Mr. Jayakar Krishnamurthy (DIN: 00018987) 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.

Mr. Jayakar Krishnamurthy (DIN: 00018987) Chairman and Managing Director confirmed that he is not disqualified from being a Director in terms of Section 164 of the Act.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and considering his age criteria specified under Section 196(3) (a) the company seeks the approval of shareholders for such appointment and for payment of remuneration as detailed in the Notice by way of Special Resolution.

Therefore, the Special Resolution at Item No.1 is placed before the shareholders for their approval.

The following additional information as required under Schedule V of the Companies Act, 2013 and under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 :-

I. General information:

The Company is into the business of manufacture of automotive equipments /parts and pumps, emission control parts and various components for both ferrous and non-ferrous material and offers comprehensive Fuel Management Systems for Automotive Sector. The financial performance of the Company for the year ended March 31, 2026 is given below:

II.

Particulars for 2025-26	Rs.in Lakhs
Sales & Operating Revenue	64,664.34
Profit Before Tax	(9,198.31)
Provision for Tax(Net tax expenses)	478.37
Profit After Tax	(9,676.68)

Information about the Director seeking re-appointment at this Meeting in compliance with regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) is given in **Annexure-A** to this Postal Ballot Notice.

III. Other Information:

In view of the resolution being an enabling resolution for payment of remuneration in the event of any inadequacy of profits and taking into consideration the present financial position, the disclosure on the following is given as under:

a. Reasons for loss or inadequacy of profits - During the financial year ending on 31st March, 2026, the Company's profits may be inadequate due to giving effect under IND AS for reduction / dilution of stake in M/s. Ucal Holdings Inc.,USA, (erstwhile wholly owned subsidiary) and prevailing market conditions and other industry related factors.

b. Steps taken or proposed to be taken for improvement : The Company has embarked on a series of strategic and operational measures that are expected to result in a further increase in its future revenues and profits.

c. Expected increase in productivity and profit in measurable terms : With the implementation of strategic initiatives and expansion plans, the Company anticipates improvement in productivity levels and operating margins, leading to sustainable growth in revenue and profitability.

IV. Other Disclosures:

The Company has not made any default in repayment of its debt or interest payable thereon during the preceding financial year 2025-26.

The terms of appointment of Mr. Jayakar Krishnamurthy (DIN: 00018987) as Chairman and Managing Director, required under Section 190 of the Companies Act, 2013, is available for inspection of the members at the registered office of the Company in accordance with the Articles of Association of the Company.

Mr. Jayakar Krishnamurthy (DIN: 00018987) Chairman and Managing Director, is interested in the resolution as it relates to his remuneration and his own re-appointment. None of the other Directors except Mr.Adithya Srivatsa Jayakar, (DIN: 08188358), Deputy Managing Director and Key Managerial Personnel (KMP) of the Company and their relatives are concerned or interested, financial or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

The relevant information (including brief profile) in respect of Mr. Jayakar Krishnamurthy (DIN: 00018987) Chairman and Managing Director, pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India is provided as **Annexure A** to this Notice.

Therefore, the Board of Directors recommend the resolution as set out in Item No.1 to be passed as Special Resolution.

Item No.2:

The Board of Directors of the Company at its Meeting held on 12th November, 2024, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), had approved the appointment of Mr. Adithya Srivatsa Jayakar (DIN: 08188358) as an Additional Director (Executive and Non-Independent) of the Company.

Subsequent to the appointment of Mr. Adithya Srivatsa Jayakar (DIN: 08188358) as an Additional Director, the Board of Directors with the recommendation of the Nomination and Remuneration Committee at its meeting held on 12th November 2024, has further appointed Mr. Adithya Srivatsa Jayakar (DIN: 08188358) as the Deputy Managing Director of the Company for a term of 5 years with effect from 12th November 2024 to 12th November, 2029 (both days inclusive), liable to retire by rotation, along with the remuneration terms. Subsequently, the Shareholders have also accorded their approval at their Extra-Ordinary General Meeting held on 19th December 2024 the appointment of Mr. Adithya Srivatsa Jayakar (DIN: 08188358), as Deputy Managing Director for a term of 5 years with effect from 12th November 2024 along with his remuneration.

Mr.Adithya Srivatsa Jayakar (DIN: 08188358) on assuming his role as Deputy Managing Director has gained deep understanding of the business of the Company and has involved himself extensively with the day-to-day management of the affairs of the Company. He has evolved multi-pronged strategies to propel the business growth of the Company with deep focus on after market and export business. Mr. Adithya (DIN: 08188358), Deputy Managing Director has demonstrated his ability in driving the Company to attain the revenue of INR 603 Crores in FY25-26.

Mr.Adithya Srivatsa Jayakar Deputy Managing Director (DIN: 08188358), being a young energetic leader is equipped with deeper insight of Company's business and product portfolios and has the potential and ability to lead the Company with a greater focus and development and strengthen the business through expansion of product portfolio with critical products such as EFI and Electronic Throttle Body and enlarging customer bandwidth to a multi-industry spectrum. He identified the key areas of improvement in business and has driven the operations and marketing team towards achievement of organizational goals with his abilities, skills and expertise.

Mr.Adithya Srivatsa Jayakar, Deputy Managing Director (DIN: 08188358) has shifted the focus of the Company from dependency on single product and single customer to multi products and different customers by venturing into development of new anchor products viz., Electronic Throttle body, Crank case, Mechanical Throttle body, Oil Pumps and Sensors etc., and garnering new businesses from new customers. Under this leadership the Company has started focusing growth towards export and after-market business. Mr.Adithya Srivatsa Jayakar Deputy Managing Director (DIN: 08188358) has also been instrumental in driving the management to adopt various techniques and measures towards ensuring better cost control across the organization and to achieve economies of scale of operations.

With a vision to bring growth momentum to the Company, Mr.Adithya Srivatsa Jayakar Deputy Managing Director (DIN: 08188358) has been in the forefront in building up a strategic core team within the organisation with deep focus on evolving various strategies in bringing new profitable business, adoption of latest technologies, exploring joint business development opportunities, looking for key partnerships and collaborations in bringing up innovative products and technology driven products.

Based on the recommendations of the Nomination and Remuneration Committee and having considered the contribution of Mr. Adithya Srivatsa Jayakar (DIN: 08188358), Deputy Managing Director in terms of leadership, strategy formulation and execution, financial planning, maintaining relations both with the board and external entities, improving the turnovers and profitability of the company, the Board in its meeting held on 8th July 2026 has revised the remuneration of Mr.Adithya Srivatsa Jayakar, (DIN: 08188358), Deputy Managing Director with effect from 1st July 2026 for the remaining period of his term of appointment up to 12th November 2029 as detailed in Postal Ballot notice.

Accordingly, approval of the shareholders is sought by way of a special resolution for the payment of revised remuneration as mentioned in the special resolution to Mr. Adithya Srivatsa Jayakar (DIN: 08188358), in his capacity as Deputy Managing Director of the Company in accordance with the relevant provisions of the Act read with Schedule V thereto and the Listing Regulations. Therefore, the Board recommends the passing of Special Resolution at Item No. 2 of this Notice. The Board/Committees are of the view that the remuneration payable to Mr.Adithya Srivatsa Jayakar (DIN: 08188358) commensurate with his duties and responsibilities as the Deputy Managing Director of the Company.

Mr.Adithya Srivatsa Jayakar Deputy Managing Director (DIN: 08188358) does not hold shares in the Company. He is related to Mr.Jayakar Krishnamurthy, Chairman and Managing Director of the Company.

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

The following additional information as required under Schedule V of the Companies Act, 2013 and under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 :-

I. General information:

The Company is into the business of manufacture of automotive equipments /parts and pumps, emission control parts and various components for both ferrous and non-ferrous material and offers comprehensive Fuel Management Systems for Automotive Sector. The financial performance of the Company for the year ended March 31, 2026 is given below:

Particulars for 2025-26	Rs.in Lakhs
Sales & Operating Revenue	64,664.34
Profit Before Tax	(9,198.31)
Provision for Tax(Net tax expenses)	478.37
Profit After Tax	(9,676.68)

II. Information about the Director seeking re-appointment at this Meeting in compliance with regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) is given in **Annexure-A** to this Postal Ballot Notice .

III. Other Information:

In view of the resolution being an enabling resolution for payment of revised remuneration in the event of any inadequacy of profits and taking into consideration the present financial position, the disclosure on the following is given as under:

a. Reasons for loss or inadequacy of profits - During the financial year ending on 31st March, 2026, the Company's profits may be inadequate due to giving effect under IND AS for reduction / dilution of stake in M/s. Ucal Holdings Inc.,USA, (erstwhile wholly owned Subsidiary) and prevailing market conditions and other industry related factors.

b. Steps taken or proposed to be taken for improvement : The Company has embarked on a series of strategic and operational measures that are expected to result in a further increase in its future revenues and profits.

c. Expected increase in productivity and profit in measurable terms : With the implementation of strategic initiatives and expansion plans, the Company anticipates improvement in productivity levels and operating margins, leading to sustainable growth in revenue and profitability.

IV. Other Disclosures:

The Company has not made any default in repayment of its debt or interest payable thereon during the preceding financial year 2025-26.

The terms of remuneration payable to Mr. Adithya Srivatsa Jayakar, Deputy Managing Director (DIN: 08188358), as required under Section 190 of the Companies Act, 2013, is available for inspection of the members at the registered office of the Company in accordance with the Articles of Association of the Company.

Mr. Adithya Srivatsa Jayakar Deputy Managing Director (DIN: 08188358) is interested in the resolution as it relates to his fixing of his remuneration. None of the other Directors except Mr.Jayakar Krishnamurthy, (DIN: 00018987) Chairman and Managing Director and Key Managerial Personnel (KMP) of the Company and their relatives are in any way concerned or interested, financial or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

The relevant information (including brief profile) in respect of Mr. Adithya Srivatsa Jayakar, Deputy Managing Director (DIN: 08188358) pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India is provided as **Annexure A** to this Notice.

Therefore, the Board of Directors recommend the resolution as set out in Item No.2 to be passed as Special Resolution.

Item No.3:

Mr. Ram Ramamurthy (DIN:06955444) was appointed as Whole-time Director by the shareholders in their 38th Annual General Meeting of the Company for a term of two years commencing from 4th September 2024 to 3rd September 2026 (both days inclusive). As his term expires by 3rd September 2026, subject to the approval of the shareholders of the Company, the Nomination and Remuneration Committee and the Board of Directors vide resolutions passed at their meeting held on 8th July 2026 has approved the reappointment of Mr. Ram Ramamurthy (DIN:06955444) for a further period of two years from 4th September, 2026 to 3rd September, 2028 (both days inclusive).

Mr Ram Ramamurthy (DIN:06955444) is a B.E Mechanical Engineering graduate and an MBA from the University of Texas at Arlington, Texas. He has worked in the consumer financial services sector for 25 years, in the manufacturing sector for 10 years and in the IT sector for 8 years. His functional experience includes design of manufacturing tools, manufacturing planning, consumer credit risk management, statistical modelling, business systems development, data driven marketing, online real-time personalized marketing technology and online real-time campaign management.

He started his career as a design engineer in Lucas TVS and has worked for companies like Siemens AG Berlin, Germany and Associates First Capital. He has worked with Citi group and its associates for ten years in various capacities.

In the Company he is responsible for the overall supervision of the operations of the Company and close monitoring of various new projects from the initial stage to completion. Under the able leadership and guidance of Mr. Ram Ramamurthy, Whole Time Director (DIN:06955444) the Company has benefitted in implementation of various cost control measures and several other initiatives including streamlining of the internal control systems in the organization.

Keeping in mind his contribution, experience and knowledge, the Board is of the opinion that the re-appointment of Mr. Ram Ramamurthy (DIN:06955444) as Whole-time Director is in the best interests of the Company and justifiable under Section 196 (3) (a) of the Companies Act, 2013.

Taking into account the following factors i.e., financial position of the Company, trend in the industry, qualification and experience of the appointee, his area of expertise, past performance and past remuneration of the appointee, the Nomination and Remuneration Committee and the Board of Directors of the Company have passed necessary resolutions under the provisions of the Companies Act, 2013 for the re-appointment and payment of remuneration to Mr. Ram Ramamurthy (DIN:06955444) as Whole-time Director of the Company for the period from 4th September, 2026 to 3rd September, 2028 (both days inclusive) as set out in Item No. 3 of the Notice.

Mr. Ram Ramamurthy (DIN:06955444) does not hold any shares in the Company. Mr.Ram Ramamurthy (DIN:06955444) Whole Time Director is not related to any other director of the Company.

Mr. Ram Ramamurthy, Whole Time Director (DIN:06955444) has provided his consent for re-appointment as Whole Time Director of the Company. Mr.Ram Ramamurthy (DIN:06955444) 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.

Mr.Ram Ramamurthy Whole Time Director (DIN:06955444) confirmed that he is not disqualified from being a Director in terms of Section 164 of the Act.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and considering his age criteria specified under Section 196 (3) (a), the Company seeks the approval of shareholders for such appointment and for payment of remuneration as detailed in the Notice by way of Special Resolution.

The re-appointment of Mr. Ram Ramamurthy (DIN:06955444) as Whole time Director of the Company and remuneration payable to him requires the approval of the shareholders of the Company under Section 196 and 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013. The Board/Committees are of the view that the re-appointment of Mr Ram Ramamurthy (DIN:06955444) and remuneration payable to him is commensurate with his duties and responsibilities as the Whole-time Director of the Company.

The following additional information as required under Schedule V of the Companies Act, 2013 and under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 :-

I. General information:

The Company is into the business of manufacture of automotive equipments/parts and pumps, emission control parts and various components for both ferrous and non-ferrous material and offers comprehensive Fuel Management Systems for Automotive Sector. The financial performance of the Company for the year ended March 31, 2026 is given below:

Particulars for 2025-26	Rs.in Lakhs
Sales & Operating Revenue	64,664.34
Profit Before Tax	(9,198.31)
Provision for Tax(Net tax expenses)	478.37
Profit After Tax	(9,676.68)

II. Information about the Director seeking re-appointment at this Postal Ballot in compliance with regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) is given in **Annexure-A** to this Postal Ballot Notice.

III. Other Information:

In view of the resolution being an enabling resolution for payment of remuneration in the event of any inadequacy of profits and taking into consideration the present financial position, the disclosure on the following is given as under:

a. Reasons for loss or inadequacy of profits - During the financial year ending on 31st March, 2026, the Company's profits may be inadequate due to giving effect under IND AS for reduction / dilution of stake in M/s. Ucal Holdings Inc.,USA, (erstwhile wholly owned subsidiary) and prevailing market conditions and other industry related factors.

b. Steps taken or proposed to be taken for improvement: The Company has embarked on a series of strategic and operational measures that are expected to result in a further increase in its future revenues and profits.

c. Expected increase in productivity and profit in measurable terms : With the implementation of strategic initiatives and expansion plans, the Company anticipates improvement in productivity levels and operating margins, leading to sustainable growth in revenue and profitability.

IV. Other Disclosures:

The Company has not made any default in repayment of its debt or interest payable thereon during the preceding financial year 2025-26.

The terms of appointment of Mr. Ram Ramamurthy, (DIN:06955444) as required under Section 190 of the Companies Act, 2013, is available for inspection of the members at the registered office of the Company in accordance with the Articles of Association of the Company.

Mr. Ram Ramamurthy (DIN:06955444) Whole time Director is interested in the resolution as it relates to his remuneration and his own re-appointment. None of the other Directors and Key Managerial Personnel (KMP) of the Company and their relatives are concerned or interested, financial or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

A copy of the letter of appointment of Mr. Ram Ramamurthy (DIN:06955444) as Whole-time Director setting out the terms and conditions is available for inspection by the shareholders at the Company's registered office during normal business hours on working days.

The relevant information (including brief profile) in respect of Mr. Ram Ramamurthy, (DIN:06955444) Whole Time Director pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India is provided as **Annexure A** to this Notice.

Therefore, the Board of Directors recommends the resolution as set out in Item No.3 to be passed as Special Resolution.

Item No.4:

The Members at their Extra Ordinary General Meeting held on December 19, 2024 had appointed Mr.Ramachandran Sundar (DIN: 10831047) as an Independent Director of the Company for first term of two years from November 12, 2024 up to November 12, 2026 (both days inclusive) pursuant to the provisions of Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). His first term will be coming to an end on November 12, 2026.

The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation of Mr. Ramachandran Sundar (DIN: 10831047) during his first term of 2 (Two) years and considering his knowledge, acumen, expertise, substantial contribution and time commitment, at its meeting held on 8th July 2026, has recommended to the Board his reappointment for a second term of 5 (Five) consecutive years w.e.f 13th November 2026. The Nomination and Remuneration Committee has considered his diverse skills, leadership traits, expertise in financial and investment management, and vast business experience, among others, as some of the capabilities required for this role for recommendation to the Board and Shareholders.

The Company has received from Mr.Ramachandran Sundar (DIN: 10831047) (i) a consent in writing to act as a Director pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) an intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under the provisions of sub-section (2) of Section 164 of the Act and (iii) a declaration to the effect that he meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of SEBI Listing Regulations as amended from time to time.

Mr.Ramachandran Sundar (DIN: 10831047) Independent Director, is not debarred from holding of office of Director pursuant to any Securities and Exchange Board of India

Order or any other such authority. In accordance with the provisions of Section 149(10) of the Act and Regulation 25(2A) of SEBI Listing Regulations, re-appointment of Independent Director will be subject to the approval of Members by way of a special resolution. Accordingly, the prior approval of the Members of the Company is being sought by way of a special resolution for the same. In connection with the above, a notice in writing in the prescribed manner as required by section 160 of the Act and Rules made thereunder, has been received by the Company, regarding candidature of Mr.Ramachandran Sundar (DIN: 10831047)for the office of the Director.

In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr.Ramachandran Sundar (DIN: 10831047) Independent Director has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Mr.Ramachandran Sundar (DIN: 10831047) is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management. The Board, considers that, given Mr.Ramachandran Sundar's professional background, experience and contributions made by him during his tenure, the continued association of Mr.Ramachandran Sundar (DIN: 10831047)would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr.Ramachandran Sundar (DIN: 10831047) as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company with effect from 13th November 2026 on the basis of recommendation of NRC.

The profile and specific areas of expertise of Mr.Ramachandran Sundar (DIN: 10831047) Independent Director are provided as **Annexure A** to this Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India is is provided as **Annexure A** to this Notice.

The terms of appointment of Mr.Ramachandran Sundar (DIN: 10831047), Independent Director as required under Section 190 of the Companies Act, 2013, is available for inspection of the members at the registered office of the Company in accordance with the Articles of Association of the Company.

Except for Mr.Ramachandran Sundar (DIN: 10831047) and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Therefore, the Board of Directors recommends the resolution as set out in Item No.4 to be passed as Special Resolution.

Item No.5:

The Members at their Extra-Ordinary General Meeting held on December 19, 2024 had appointed Mr. Abhaya Shankar (DIN: 00008378) as Non-Executive and Non-Independent Director of the Company for a term of two years from November 13, 2024 up to November 13, 2026 (both days inclusive) pursuant to the provisions of Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). His first term will be coming to an end on November 13, 2026.

The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation report of Mr.Abhaya Shankar (DIN: 00008378) during his term of 2 (Two) years and considering his knowledge, acumen, expertise, substantial contribution and time commitment, at its meeting held on 8th July 2026, has recommended to the Board his reappointment for a further term of 2 (Two) years w.e.f 14th November 2026. The Nomination and Remuneration Committee has considered his diverse skills, leadership traits, expertise in financial management, and vast business experience, among others, as some of the capabilities required for this role for recommendation to the Board and Shareholders.

The Company has received from Mr. Abhaya Shankar (DIN: 00008378) (i) a consent in writing to act as a Director pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and (ii) an intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under the provisions of sub-section (2) of Section 164 of the Act.

Mr. Abhaya Shankar (DIN: 00008378) is a B.Tech. Mechanical from IIT, Kanpur and MBA from IIM, Kolkata and has more than four decades of rich experience as Management Professional out of which he has served as head of organisation for 24 years. He is a Management consultant for Strategy, Sales & Marketing acceleration, Organizational Health & People related initiatives.

He is also a Coach and mentor for top executive leadership and promoters for leadership skills and strategic thinking. He has to his credit a highly successful track record in diverse industries & products, in India and internationally and has led companies for fast track growth & profitability, business transformations & turnarounds, coached and mentored CEO's and top management personnel. He has expertise in handling disinvestments, Mergers & Acquisitions, set up Joint Ventures, set up green field plants, undertaken 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.

In terms of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and Regulation 17(6)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members is required for payment of remuneration to a Non-Executive and Non-

Independent Director and therefore your approval is sought for the appointment and the remuneration of Rs.2,00,000/- (Rupees Two Lakhs only) per month payable to Mr.Abhaya Shankar (DIN: 00008378), Non-Executive and Non- Independent Director.

Further, pursuant to Regulation 17(6)(ca) of the Listing Regulations, approval of the Shareholders of the Company is also being sought for payment of above remuneration to Mr. Abhaya Shankar, (DIN: 00008378) Non-Executive and Non- Independent Director of the Company in the eventuality of it exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors for the Financial Year 2026-27.

Mr. Abhaya Shankar (DIN: 00008378) is interested in the resolution set out at Item No.5 of the Notice. None of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Details as required under Schedule V of the Companies Act, 2013 and under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 :-

I. General information:

The Company is into the business of manufacture of automotive equipment/parts and pumps, emission control parts and various components for both ferrous and non-ferrous material and offers comprehensive Fuel Management Systems for Automotive Sector. The financial performance of the Company for the year ended March 31, 2026 is given below:

Particulars for 2025-26	**Rs.in Lakhs**
Sales & Operating Revenue	64,664.34
Profit Before Tax	(9,198.31)
Provision for Tax (Net tax expenses)	478.37
Profit After Tax	(9,676.68)

II. Information about the Director seeking appointment at this Postal ballot in compliance with regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) is given in **Annexure A** to this Postal ballot Notice.

III. Other Information:

In view of the resolution being an enabling resolution for payment of remuneration in the event of any inadequacy of profits and taking into consideration the present financial position, the disclosure on the following is given as under:

a. Reasons for loss or inadequacy of profits - During the financial year ending on 31st March, 2026, the Company's profits may be inadequate due to giving effect under IND AS for reduction / dilution of stake in M/s. Ucal Holdings Inc.,USA, (erstwhile wholly owned subsidiary) and prevailing market conditions and other industry related factors.

b. Steps taken or proposed to be taken for improvement: The Company has embarked on a series of strategic and operational measures that are expected to result in a further increase in its future revenues and profits.

c. Expected increase in productivity and profit in measurable terms: With the implementation of strategic initiatives and expansion plans, the Company anticipates improvement in productivity levels and operating margins, leading to sustainable growth in revenue and profitability.

IV. Other Disclosures:

The Company has not made any default in repayment of its debt or interest payable thereon during the preceding financial year 2025-26.

The terms of appointment of Mr. Abhaya Shankar (DIN: 00008378), as required under Section 190 of the Companies Act, 2013, is available for inspection of the members at the registered office of the Company in accordance with the Articles of Association of the Company.

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. 5 of the Notice. Mr. Abhaya Shankar (DIN: 00008378), is not related to any other Director / KMP of the Company.

A brief profile and other information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India is provided as **Annexure A** to this Notice.

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.

Therefore, the Board of Directors recommends the resolution as set out in Item No.5 to be passed as Special Resolution.

ANNEXURE A

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard – 2 on General Meetings]

Name of the Director	Mr.Jayakar Krishnamurthy Chairman and Managing Director	Mr. Adithya Srivatsa Jayakar Deputy Managing Director	Mr.Ram Ramamurthy Whole Time Director	Mr.Ramachandran Sundar Non- Executive Independent Director	Mr. Abhaya Shankar Non- Executive Non-Independent Director
DIN	00018987	08188358	06955444	10831047	00008378
Date of Birth; Age	30.11.1960; 65 Years	11.12.1988; 37 Years	22.05.1948; 78 years	10.05.1955; 71 years	26.03.1956; 70 years
Nationality	United States of America	United States of America	United States of America	Indian	Indian
Date of first appointment on the Board.	17.02.1999	12.11.2024	30.08.2014	12.11.2024	13.11.2024
Qualifications.	M.B.A from Duke University	MBA graduate from University of Notre Dame - Chicago, IL	B.E Mechanical Engineering and MBA from the University of Texas.	PGDM from IIM Ahmedabad.	B.Tech. Mechanical from IIT Kanpur and MBA from IIM Kolkata.
Brief Resume and Experience & Expertise.	Mr.Jayakar Krishnamurthy has successfully guided the Company through intense competition, ensuring sustainability and accelerating its	Mr.Adithya Srivatsa Jayakar being a young energetic leader is equipped with deeper insight of Company's business and product portfolios and has the potential and ability to lead the	Mr.Ram Ramamurthy has taken an active role towards mentoring the Executive Team in various strategic initiatives and provides	Mr.Ramachandran Sundar has over 35 years of experience as Design capability; setting up of manufacturing process	Mr. Abhaya Shankar has more than four decades of experience as Management Professional out of which he served as head of organisation for 22 years. He

	transformation through fast, value-engineered, time-to-market products. He significantly expanded the product portfolio with a focus on throttle body solutions for the two-wheeler segment, as well as offerings for aftermarket, export, and deemed-export markets, alongside products such as oil pumps, intake throttle valves, and HC dosers for the four-wheeler and domestic aftermarket. His strategic vision has strengthened the Company's growth trajectory, while his commitment to leadership development has fostered a strong talent pipeline and a culture of meritocracy. He has also driven the conceptualization and launch of key products including Electronic Throttle Body, Electronic Carburettors, Crank Case, and Water Outlet, while revamping the Company's brand identity and organizational agility to	Company with a greater focus and development and strengthen the business through expansion of product portfolio with critical products such as EFI and Electronic Throttle Body and enlarging customer bandwidth to a multi-industry spectrum. He identified the key areas of improvement in business and has driven the operations and marketing team towards achievement of organizational goals with his abilities, skills and expertise. Mr.Adithya has also been instrumental in driving the management to adopt various techniques and measures towards ensuring better cost control across the organization and to achieve economies of scale of operations. With a vision to bring growth momentum to the Company, Mr.Adithya has been in the forefront in building up a strategic core team within the organisation with deep focus on evolving various strategies in bringing new profitable	valuable guidance and feedback to the Management from time to time. His contribution towards the organization is significant with his commitment and involvement in all strategic areas viz., Marketing, Business, Finance, Purchase and Logistics coupled with his knowledge and expertise which bring about adoption of various measures and practices leading to overall improvement in the functioning of the organization. He has streamlined the internal control systems in the organization and has ensured stricter internal audit of systems and processes and has played a pivotal role in driving the Management to adopt various techniques and	and large scale restructuring and has 10 years of experience in areas of Defence. He had held positions of authority and independent financial powers and have ensured complete integrity and transparency while dealing with entities for Building Approvals to Environmental Clearances and from Excise to Land Ceilings. His areas of expertise includes education, training and imparting knowledge of engineering and manufacturing methods to the management. He has actively contributed to all Board and Committee deliberations, consistently offering valuable guidance to	is also a Management specialist 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.

	meet future industry challenges, making his continued leadership a valuable asset to the Company.	business, adoption of latest technologies, exploring joint business development opportunities outside India, looking for key partnerships and collaborations in bringing up innovative products and technology driven products.	measures towards ensuring better cost control across the organization and to achieve economies of scale of operations.	the Management through his extensive knowledge and experience. During his tenure, he has provided strategic direction on new product business analytics, cost-control initiatives, and strengthening the Company's R&D focus on emerging automotive technologies. His insights have helped the Company identify and capitalize on opportunities within the evolving automobile sector, thereby supporting its efforts to enhance business growth and competitiveness.	
Terms and conditions of reappointment.	Available in the website www.ucal.com	Available in the website www.ucal.com	Available in the website www.ucal.com	Available in the website www.ucal.com	Available in the website www.ucal.com

Remuneration to be paid.	As stated in the Resolution under Item No.1 of this Postal Ballot Notice.	As stated in the Resolution under Item No.2 of this Postal Ballot Notice.	As stated in the Resolution under Item No.3 of this Postal Ballot Notice.	Nil	As stated in the Resolution under Item No.5 of this Postal Ballot Notice.
Remuneration last drawn.	INR 300 Lakhs per annum	INR 62 Lakhs per annum	INR 48 Lakhs per annum	Nil	INR 24 Lakhs per annum
Directorship held in other Companies (Other than Ucal Limited) excluding Directorship in Private and Section 8 Companies.	1. Carburettors Limited 2. Ucal Polymer Industries Limited 3. Ucal Rubber Products Limited 4. Bharat Technologies Auto Components Limited	1. Carburettors Limited 2. Ucal Polymer Industries Limited 3. Ucal Rubber Products Limited	1. Carburettors Limited 2. Ucal Polymer Industries Limited 3. Ucal Rubber Products Limited	Nil	1. Aparna Enterprises Limited 2. Sri Havisha Hospitality And Infrastructure Limited 3. Munjal Showa Limited 4. Kellton Tech Solutions Limited 5. Smartbike Mobility Private Limited
Memberships/ Chairmanships of Committees in other companies.	Nil	Nil	Nil	Nil	**Chairmanship held in the following Companies** 1. Sri Havisha Hospitality And Infrastructure Limited – Audit Committee Chairman. 2. Aparna Enterprises Limited - Audit Committee and Nomination Remuneration Committee Chairman.

					Membership held in following companies 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.
Number of Board Meetings attended during financial year 2026-27 (Up to the date of Notice).	2 (Two)	2 (Two)	2 (Two)	2 (Two)	2 (Two)

Name of the listed companies from which resigned in the past three years.	Nil	Nil	Nil	Nil	1. Sri Havisha Hospitality And Infrastructure Limited
Shareholding in the Company (including shareholding as a beneficial owner) as on the date of Postal Ballot Notice.	Holds 9,03,778 equity shares in Ucal Limited and as beneficial owner holds 58.51% in the Company.	Nil	Nil	Nil	Nil
Relationship with other directors and Key Managerial personnel of the Company.	Mr. Jayakar Krishnamurthy is the father of Mr. Adithya Srivatsa Jayakar, Deputy Managing Director of the Company.	Mr. Adithya Srivatsa Jayakar is the son of Mr. Jayakar Krishnamurthy Managing Director of the Company.	Mr.Ram Ramamurthy apart from receiving remuneration, he has no other pecuniary relationship. He is not related to any other director of the company.	Mr. Ramachandran Sundar apart from receiving sitting fees for the Board and Committee meetings and commission, he has no other pecuniary relationship. He is not related to any other Director of the company.	Mr.Abhaya Shankar apart from receiving remuneration, he has no other pecuniary relationship. He is not related to any other Director of the company.

By Order of the Board of Directors
For Ucal Limited
Sd/-
S Narayan
Company Secretary
Membership No. A15425

Place: Chennai
Date : 08.07.2026