



12.11.2024

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

SUB: BOARD MEETING OUTCOME - Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Change in Board Composition.

In terms of Regulation 30 read with Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform the Exchange that with the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held today viz., 12th November 2023 has *inter-alia*

1. Approved the appointment of Mr.Adithya Srivatsa Jayakar as an Additional Director (Executive and Non Independent) liable to retire by rotation with effect from 12th November 2024 to hold office till ensuing Annual General Meeting and then subject to approval of the shareholders for his regularization as a Director. The Company shall take necessary steps to obtain shareholder's approval within the prescribed time under SEBI LODR, 2015 regulations.
2. Mr.Adithya Srivatsa Jayakar on becoming the Additional Director, the Board of Directors approved the appointment of Mr.Adithya Srivatsa Jayakar as Deputy Managing Director of the Company in Executive Capacity with effect from 12th November 2024 for a term of 5 years subject to shareholder's approval and such other statutory approvals as may be required under the Companies Act, 2013.
3. Approved the appointment of Mr.Abhaya Shankar (DIN:00008378) as an Additional Non-Executive and Non Independent Director of the Company liable to retire by rotation with effect from 13th November 2024 to hold office till ensuing Annual General Meeting and then subject to approval of the shareholders for his regularization as a Non-Executive Non Independent Director for a period of 2 years with effect from 13th November 2024
4. Approved the appointment of Mr.R.Sundar (DIN: 10831047) as an Additional Director in the category of Non-Executive and Independent Director not liable to retire by rotation for a first term of 2 consecutive years with effect from 12th November 2024 subject to approval of the Members of the Company. The Company shall take necessary steps to obtain shareholder's approval within the prescribed time under SEBI LODR, 2015 regulations.



The details required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is enclosed as **Annexure A**.

The meeting of Board of Directors commenced at 11.00 A.M and concluded at 2.45 P.M

Kindly take the above information on record.

Thanking You,

Yours faithfully

For **UCAL LIMITED**
(Formerly Ucal Fuel Systems Limited)

S.Narayan
Company Secretary

ANNEXURE – A

Details required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

1. Brief profile of Mr. Adithya Srivatsa Jayakar, Deputy Managing Director (Item Nos.1 and 2)

Name of the Director	Mr.Adithya Srivatsa Jayakar
DIN Number	08188358
Date of Birth & Age	11.12.1988 and 36 Years
Date of Appointment / Re-appointment	Appointed date - 12 th November 2024 as an Additional Director and Deputy Managing Director.
Qualification	MBA, University of Notre Dame, Chicago
Expertise in specific functional area	Mr. Adithya Jayakar has over 12 years of management experience in the Automotive Industry. He also has wide knowledge and experience in the areas of general management, sales, marketing, operations management, and supply chain management. He is associated with UCAL group for almost a decade and has worked with all departments including operations, marketing, research and development, finance, human resources, purchasing and all upper management to ensure that all departments are working to achieve their goals. He is in charge of new business development, RFQ monitoring, quotation release besides assisting with production planning and supply chain management.
Terms and conditions of appointment	Appointed first as an Additional Director on 12 th November 2024 and then appointed as Deputy Managing Director of the Company for a term of 5 years with effect from 12th November 2024 subject to approval of Shareholders and such other statutory approvals as may be required under the Companies Act, 2013.
Number of shares held in the Equity share capital of the Company	NIL
Relationship with other Directors	He is son of Mr.Jayakar Krishnamurthy, Managing Director.
Directorship in other Companies	NIL
Committee and Executive positions held in other Companies.	NIL
Information as required under BSE circular number LIST/COM/14/2018-19 and NSE circular no. NSE/CML/2018/24 dated June 20, 2018	He is not debarred from holding office of Director by virtue of any SEBI Order or any other such authority.

2. Brief profile of Mr. Abhaya Shankar, Non Executive and Non Independent Director.

Name of the Director	Mr.Abhaya Shankar
DIN Number	00008378
Date of Birth & Age	26.03.1956 and 68 Years
Date of Appointment / Re-appointment	Appointed date :- 13 th November 2024
Qualification	B.Tech. Mechanical from IIT Kanpur and MBA from IIM Kolkata.
Expertise in specific functional area	Mr.Abhaya Shankar has 41 years of experience as Management Professional and out of which he served as head of organisation for 23 years. He is also a Management consultant for Strategy, Sales & Marketing acceleration, Organizational Health & People related initiatives. He has a highly successful track record in diverse industries & products, in India and internationally. His areas of expertise includes 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. Mr.Abhaya Shankar is a Certified Marshall Goldsmith Leadership Coach.
Terms and conditions of appointment	Appointed as an Additional Non-Executive and Non Independent Director liable to retire by rotation with effect from 13th November 2024 to hold office till ensuing Annual General Meeting and then subject to approval of the shareholders for his regularization as a Non-Executive Non Independent Director for a period of 2 years from 13th November 2024.
Number of shares held in the Equity share capital of the Company	NIL
Relationship with other Directors	NIL
Directorship in other Companies	Sri Havisha Hospitality and Infrastructure Limited.
Committee and Executive positions held in other Companies.	He is a member of Audit Committee and NRC Committee in Sri Havisha Hospitality and Infrastructure Limited.
Information as required pursuant to BSE Circular ref no.LIST/COMP/14/2018-19 and NSE Circular No.NSE/CML/2018/24 dated June 20, 2018.	He is not debarred from holding office of Director by virtue of any SEBI Order or any other such authority.

3. Brief profile of Mr. R.Sundar, Non-Executive and Independent Director :-

Name of the Director	Mr.R.Sundar
DIN Number	10831047
Date of Birth & Age	10.05.1955
Date of Appointment / Re-appointment	Appointed date :- 12 th November 2024
Qualification	B.Sc ; DMIT; PGDM (IIM-A)
Expertise in specific functional area	Mr.R.Sundar has 35 years of experience as Design capability, setting up of manufacturing process and large scale restructuring and he has served as CEO for 3 years in Tata Toyo Radiator. He also 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 include education, training and imparting knowledge of engineering and manufacturing methods to the management.
Terms and conditions of appointment	Appointed as an Additional Director in the category of Non-Executive and Independent Director not liable to retire by rotation for a first term of 2 consecutive years with effect from 12th November 2024 subject to approval of the Members of the Company.
Number of shares held in the Equity share capital of the Company	NIL
Relationship with other Directors	NIL
Directorship in other Companies	NIL
Committee and Executive positions held in other Companies.	NIL
Information as required pursuant to BSE Circular ref no.LIST/COMP/14/2018-19 and NSE Circular No.NSE/CML/2018/24 dated June 20, 2018.	He is not debarred from holding office of Director by virtue of any SEBI Order or any other such authority.