



30th July 2024

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

SUB: OUTCOME OF BOARD MEETING HELD TODAY i.e., 30TH JULY, 2024

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Board of Directors of the Company at their meeting held today, i.e., 30th July 2024, has *inter-alia* :-

1. RE-APPOINTMENT OF FOLLOWING DIRECTORS

- With the recommendation of the Nomination and Remuneration Committee, the Board approved the re-appointment and terms of remuneration payable to Mr. Ram Ramamurthy as Whole time Director of the Company whose current term is about to end by 3rd September 2024 for a further period of 2 years i.e with effect from 4th September 2024 to 3rd September 2026, and is liable to retire by rotation. The said re-appointment is subject to approval of the Members at the ensuing Annual General Meeting. A brief profile of Mr. Ram Ramamurthy, Whole Time Director is attached herewith as **Annexure A**.
- With the recommendation of the Nomination and Remuneration Committee, the Board approved the re-appointment of Mr. I.V. Rao as an Independent Director of the Company whose present term is about to end by 12th August 2024 for a second term of 5 years from the expiry of his present term i.e with effect from 13th August 2024 upto 12th August 2029, and is not liable to retire by rotation. The said re-appointment is subject to approval of the Members at the ensuing Annual General Meeting. A brief profile of Mr. I.V. Rao, Independent Director is attached herewith as **Annexure A**.

2. APPOINTMENT OF COST AUDITOR AND SECRETARIAL AUDITOR: -

- Approved the appointment of Mr. L. Thriyambak, Cost Accountant, (Membership No. 40720) as the Cost Auditor for FY 2024-25. A brief profile of the cost auditor is attached herewith as **Annexure B**.
- Approved the appointment of M/s. P. Muthukumaran and Associates, Practicing Company Secretaries as Secretarial Auditors for FY 2024-25. A brief profile of the firm is attached herewith as **Annexure B**.



3. 38TH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF THE COMPANY: -

- Approved the Board’s Report together with its Annexures, including Corporate Governance Report and Management Discussion and Analysis Report for the Financial Year 2023-24.
- Fixed the date of convening the 38th Annual General Meeting (AGM) of the Company as Friday, the 27th September, 2024 through Video Conferencing / Other Audio-Visual Means in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.
- Approved the Notice convening the 38th Annual General Meeting of the Company and authorized Mr. S.Narayan, Company Secretary of the Company to issue the same to the shareholders of the Company.
- Fixed 20th September, 2024 as the cut-off date for the purpose of determining the members eligible to vote for the resolutions placed before the ensuing 38th Annual General Meeting.

4. BOOK CLOSURE DATE INTIMATION: -

- Pursuant to Regulation 42 of the SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015, the Register of Members and the Share Transfer Books of the Company will be closed from **Saturday, 21st September, 2024 to Friday, 27th September 2024** (both days inclusive) for the purpose of holding the 38th Annual General Meeting.

The meeting of Board of Directors commenced at 11.00 A.M and concluded at 11.35 A.M

Kindly take on record the above information.

Thanking You,

Yours faithfully
For Ucal Limited

S.Narayan
Company Secretary

ANNEXURE -A

I) Brief profile of Mr.Ram Ramamurthy, Whole Time Director and Mr.I.V. Rao, Independent Director.

Name of the Director	Mr.Ram Ramamurthy	Mr. I.V. Rao
DIN Number	06955444	00329370
Date of Birth & Age	22.05.1948 and 74 Years	27-08-1952 and 72 years
Date of Appointment / Re-appointment	Reappointed for a term of 2 years with effect from 4 th September 2024 to 3rd September 2026 and liable to retire by rotation.	Reappointed for a second term of 5 years i.e with effect from 13th August 2024 upto 12th August 2029, and is not liable to retire by rotation.
Qualification	B.E Mechanical Engineering and MBA from the University of Texas	Graduated in Mechanical Engineering from Osmania University, Hyderabad and completed MTech in Mechanical Design from IIT-Kanpur. After a short stint in the R&D Center of Jyoti Limited, and K G Khosla Compressors Ltd he joined Maruti in 1983 and spearheaded the R&D activities at Maruti Suzuki India Limited. He has led the R&D team as Senior Managing Executive Officer (Engineering) till 2012 and continued as Executive Advisor from 2012 to 2019. Presently he is a Visiting Senior Fellow in Centre for Sustainable Mobility group of TERI, a renowned think tank based in New Delhi. He is Member of NEMMP Committee formed by Ministry of Heavy Industry for working on Electric Mobility Policy and roadmap for India.
Expertise in specific functional area	Mr.Ram Ramamurthy has worked in the consumer financial services sector for 25 years, in the manufacturing sector for 20 years and in the IT sector for 8 years. He has also worked for companies like Siemens AG Berlin, Germany and Associates First Capital and Citigroup and its associates for ten years in various capacities. His functional experience includes manufacturing engineering, manufacturing planning, strategic planning, large systems development, data driven marketing, as well as credit risk management, and statistical modelling, business systems development, online real-time personalized marketing technology and online real-time campaign management.	His areas of expertise includes strong technical and expert knowledge in the areas of research and development activities. An Engineering consulting, Advisor and faculty in automotive technology.

Terms and conditions of appointment	He is proposed to be re-appointed for a further period of 2 years with effect from 4th September 2024 to 3 rd September 2026, and is liable to retire by rotation subject to approval of shareholders.	He is proposed to be re-appointed for a second term of 5 years with effect from 13 th August 2024 up to 12 th August, 2029, and is not liable to retire by rotation subject to approval of shareholders.
Number of shares held in the Equity share capital of the Company	NIL	NIL
Relationship with other Directors	NIL	NIL
Directorship in other Companies	NIL	NIL
Committee and Executive positions held in other Companies.	NIL	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 Whole Time Director by virtue of any SEBI Order or any other such authority.	He is not debarred from holding office of Director by virtue of any SEBI Order or any other such authority.

ANNEXURE – B

II) Brief profile of Mr.L.Thriyambak, Cost Accountant.

Mr.L.Thriyambak, Cost Accountant is a Commerce graduate and a Practising Cost Accountant having membership of The Institute of Cost Accountants of India. He is having a wide corporate experience of 16 years in the fields of Finance, Accounts, Treasury, MIS and all types of audits like Statutory, Internal, GST audits etc., He has been in the practice of Cost Accountancy and has good professional experience in performing Cost Audits of Power Industry, Media Industry and Automobile ancillary Industry.

III) Brief profile of M/s.P.Muthukumaran and Associates, Practicing Company Secretaries.

M/s.P.Muthukumaran and Associates, Practicing Company Secretaries is an integrated corporate, Secretarial & Legal Services Firm who possess extensive experience in various corporate laws and commercial / legal documentation. They possess extensive knowledge and experience in dealing with matters relating to Company Law, Labour laws, Securities Laws, inbound and outbound Investments, Mergers and Acquisitions, Legal Due Diligence, Transaction documents, Joint Ventures, Foreign Collaborations, Technology Transfers, Listings and Capital Market Transactions, agreement drafting & vetting.