

### 14.02.2024

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

Dear Sir,

# SUB: OUTCOME OF BOARD MEETING HELD TODAY i.e., 14<sup>th</sup> FEBRUARY, 2024 – RESULTS AND OTHER MATTERS

Further to our intimation dated 31<sup>st</sup> January, 2024 and 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.**, 14<sup>th</sup> February, 2024, has *inter-alia* approved the following:

- The Unaudited (Standalone and Consolidated) Financial Results of the Company for the quarter and nine months ended 31<sup>st</sup> December, 2023. A copy of the Unaudited Financial Results (Standalone and Consolidated) as per SEBI format and the Limited Review Report of the Statutory Auditors of the Company for the quarter and nine months ended 31<sup>st</sup> December, 2023 are enclosed pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended.
- Approved acquisition up to 49% of the equity share capital of Avironix Private Limited ('Avironix' or 'Target Company').

The details required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123, dated July 13, 2023, are enclosed as **Annexure I**.

 With the recommendation of Nomination and Remuneration Committee, the Board of Directors has approved the appointment of relative of a Director to the office or place of profit position in the Company under the designation "Head – Program Management system" with effect from 14<sup>th</sup> February 2024 subject to the approval of the shareholders. The appointee does not hold key managerial position in the Company.



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.ucalfuel.com CIN: L31900TN1985PLC012343

IATF 16949:2016 BUREAU VERITAS Certification





- Fixed the date of convening the Extra-ordinary General Meeting (EGM) of the Company on Friday, the 15th March, 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 Extra-ordinary General Meeting ("EGM") of the Company and authorized Mr. S.Narayan, Company Secretary of the Company to issue the same to the shareholders of the Company.
- Fixed 8<sup>th</sup> March 2024 as the cut-off date for the purpose of determining the members eligible to vote for the resolutions placed before the ensuing Extra-ordinary General Meeting.
- Approved the appointment of Mr.P. Muthukumaran, Practicing Company Secretaries as Scrutinizer to scrutinize the E voting process (including electronic voting at EGM) in fair and transparent manner.

The meeting commenced at 11.00 A.M and ended at 1.45 P.M.

Please take the above intimation on record.

Thanking you

Yours faithfully

For UCAL LIMITED (Formerly Ucal Fuel Systems Limited)

S.Narayan **Company Secretary** 



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	Regd Office : 11B/2 (S.P						
		No -044-66544719					
		www.ucal.com (				ENDED 21 12 20	12
	STATEMENT OF STANDALONE UNAUDITED	FINANCIAL RE	SULIS FOR THE	QUARTER AND	NINE MONTHS	ENDED 31.12.20	Rs. In la
S.No	Particulars	· ·	Quarter ended		Nine Mor	Year End	
00		31.12.2023	30.09.2023	31.12.2022	31.12.2023	31.12.2022	31.03.202
		UNAUDITED	UNAUDITED	UNAUDITED	UNAUDITED	UNAUDITED	AUDITEI
		12,802.30	11,603.87	14,239.74	36,850.72	46,751.55	58,429
	Revenue From Operations Other Income	12,802.50	22.15	47.53	254.85	132.66	275
II. III.	Total Income (I + II)	12,990.99	11,626.02	14,287,28	37,105.57	46,884.22	58,704
	Expenses	12,770.77	11,020.02	11/201110			
	(a) Cost of materials consumed	6,582.22	5,390.65	6,403.48	18,326.91	21,831.40	27,05
	(b) Purchases of stock-in-trade	1,610.33	1,083.41	2,635.15	4,115.76	7,256.95	9,07
	<ul> <li>(c) Changes in inventories of finished goods, work-</li> </ul>	· · ·	1,000.11	2,000.10	-,	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
	in-progress and stock-in-trade	(340.88)	219.77	144.04	(371.91)	224.07	44
	(d) Employee benefits expense	2,029.05	1,842.99	1,738.59	5,759.13	5,896.24	7,67
	(c) Finance Cost	353.50	573.57	418.01	1.373.83	1,349.85	1,81
	(e) Finance Cost	000.00	0.0.0.	110101	-,	-,	, i
	(f) Depreciation and amortisation expense	474.18	422.26	428.12	1,329.38	1,332.94	1,82
	(g) Other expenses	1,977.35	1,877.45	2,333.36	5,951.60	7,167.01	9,51
IV.	Total Expenses	12,685.76	11,410.09	14,100.76	36,484.69	45,058.47	57,41
	Profit / (Loss) from operations before exceptional						
v.	items and tax (III - IV)	305.23	215.93	186.52	620.88	1,825.75	1,29
VI.	Exceptional items	-	-	-	-	- '	
VII.	Profit / (Loss) before tax (V - VI)	305.23	215.93	186.52	620.88	1,825.75	1,2
	Tax Expense						
	(1) Current Tax	53.33	39.08	32.58	111.21	321.23	24
	(2) Deferred Tax	63.59	12.94	48.84	92.80	272.13	18
VIII.	Tax expense/(Credit)	116.92	52.01	81.42	204.01	593.36	43
IX.	Profit / (Loss) for the period	188.31	163.91	105.10	416.87	1,232.39	85

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188.31

221.14

0.85

0.85

Earnings per Equity share

Other Comprehensive Income (Net of Tax)

Total Comprehensive Income for the period

Paid Up Equity Shares (Face value- Rs.10)

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XI.

XII.

XIII.

(1) Basic

(2) Diluted

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(38.35)

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	Regd Office :	11B/2 (S.P) 1st Cross	Road, Ambattur Ind 44719;email-ufsl.ho@		nnai 600058			
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	STATEMENT OF UNAUDITED CO	Website : www.ucal.				D 21 12 2023	···	
	STATEMENT OF UNAUDITED CO	NSOLIDATED FINAN	CIAL RESULTS FOR	THE QUARTER N	NE MONTHS END	.0 31.12.2023	Rs. In Lakhs	
S.No	Particulars		Quarter ended		Nine Months ended		Year Ended ended	
		31-12-2023	30-09-2023	31-12-2022	31-12-2023	31-12-2022	31-03-2023	
		UNAUDITED	UNAUDITED	UNAUDITED	UNAUDITED	UNAUDITED	AUDITED	
_		10 500 45	17 449 04	10.024.00	54,608.83	63,748.41	82,298.90	
	Revenue From Operations	18,729.47	17,448.06 168.19	19,934.90 235.24	814.69	624.42	82,298.90 909.82	
II.	Other Income	409.92 19,139.40	17,616.25	20,170.14	55,423.52	64,372.83	83,208.72	
III.	Total Income (I + II)	19,139.40	17,010.25	20,170.14	55,425.52	04,572.05	00,200.72	· ·
	Expenses	8,459.79	7,180.00	8,722.22	23,821.50	26,539.79	34,407.34	
	(a) Cost of materials consumed		1,083.41	2,635.15	4,115.76	7,256.95	9,074,40	
	<ul><li>(b) Purchases of stock-in-trade</li><li>(c) Changes in inventories of finished goods,</li></ul>	1,610.33	1,003.41	2,033,13	-1,113.70	7,200.90	5,074,40	Farresaa
	work-in-progress and stock-in-trade	(524.08)	87.90	124.48	(410.76)	465.72	547.19	AND COL
	(d) Employee benefits expense	4,596.40	4,211.16	4,074.78	13,073.73	12,419.47	16,744.79	
	(e) Finance Cost	485.19	723.59	572.18	1,817.50	1,726.21	2,208.24	
	(f) Depreciation and amortisation expense	1,000.79	1,029.41	937.81	2,887.74	2,837.77	3,802.93	Chennai
	(g) Other expenses	3,442.37	3,361.72	3,012.95	10,552.21	11,698.96	15,780.72	(1900) (1
IV.	Total Expenses	19,070.80	17,677.19	20,079.58	55,857.65	62,944.88	82,565.61	
	Profit / (Loss) from operations before exceptional							Chartered Accol
V.	items and tax (III - IV)	68.60	(60.91)	90.56	(434.13)	1,427.95	643.11	Tered Acos
VI.	Exceptional items	-	-	-	(101-10)	-	(40.47	
VII.	Profit / (Loss) before tax (V - VI)	68.60	(60.91)	90.56	(434.13)	1,427.95	643.11	
	Tax Expense							
	(1) Current Tax	90.22	93.20	21.54	233.02	411.01	375.77	
	(2) Deferred Tax	65.56	(5.55)	44.83	53.47	273.19	182.09	
	Tax expense/(Credit)	155.78	87.65	66.37	286.49	684.20 743.75	557.86	ΙΝ.
IX.	Profit / (Loss) for the period	(87.18)	(148.55)	24.19	(720.62)	743.75	85.25	Nu AA
x.	Other Comprehensive Income (Net of Tax)	8,38	127.88	102.67	355.42	1,005.27	538.11	IVAN MNMINS
л.	Curer Comprehensive mcome (rec or rax)	0.50	127.00	102.07		2,000,00		130
XI.	Total Comprehensive Income for the period	. (78.80)	(20.68)	126.86	(365:21)	1,749.02	623.36	· ·
		221.14	221.14	221.14	221.14	221.14	221.14	1
	Earnings per Equity share	221.14	221.14	221.14	241.17			
XIII.	Earnings per Equity share (1) Basic	(0.39)	. (0.67)	0.11	(3.26)	3.36	0.39	K.UM
						3.36	0.39	
	(2) Diluted	(0.39)	(0.67)	0.11	(3.26)	3.30	0.39	CHENNAI)

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<ul> <li>basis.</li> <li>The above Unaudited financial results have been prepared in accordance with the recognition and measurement principles of Indian Accounting Standards (IndAS) as notified under the Companies (Indian Accounting Standards) Rules. 2015 as amended by (Indian Accounting Standards)(Amendment) Rules.2022 as specified under section 133 o Companies Act. 2013.</li> <li>During the year 2017-18, the company wrote off Rs. 2.854.06 Lakhs of Trade Receivables and Rs.12.337.79 Lakhs o loan receivable from Ucal Holding Inc (Previously Amtec Precision Products Inc The company is awaiting approva from RBI for the said write off.</li> <li>Interest payable in accordance with Section 15 of the MSMED Act. 2006 (and rules made thereunder as amended), to the vendors for outstanding balances remaining unpaid beyond the stipulated period. has been computed based on the MSME Iist provided by the Company. However, we were unable to ascertain any potential interest obligations owed to micro and small enterprises as per Section 15 of the MSMED Act. 2006 (and rules made thereunder as amended), for payments made druring the year that exceeded the stipulated period.</li> <li>The name of the Company has changed from UCAL Fuel Systems Limited to UCAL LIMITED with the approval of the Registrar of Companies. Chennai with effect from 26th June 2023.</li> <li>Figures for the previous periods have been regrouped, wherever necessary, to conform to the current period's classification</li> <li>Place : Chennai</li> </ul>	<ul> <li>basis.</li> <li>The above Unaudited financial results have been prepared in accordance with the recognition and measurement principles of Indian Accounting Standards (IndAS) as notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by (Indian Accounting Standards)(Amendment) Rules,2022 as specified under section 133 of Companies Act, 2013.</li> <li>During the year 2017-18, the company wrote off Rs. 2,854.06 Lakhs of Trade Receivables and Rs.12.337.79 Lakhs of Ioan receivable from Ucal Holding Inc., (Previously Amtec Precision Products Inc., The company is awaiting approval from RBI for the said write off.</li> <li>Interest payable in accordance with Section 15 of the MSMED Act, 2006 (and rules made thereunder as amended), to the vendors for outstanding balances remaining unpaid beyond the stipulated period, has been computed based on the MSME list provided by the Company. However, we were unable to ascertain any potential interest obligations owed to micro and small enterprises as per Section 15 of the MSMED Act, 2006 (and rules made thereunder as amended), for payments made druring the year that exceeded the stipulated period.</li> <li>The name of the Company has changed from UCAL Fuel Systems Limited to UCAL LIMITED with the approval of the Registrar of Companies, Chennai with effect from 26th June 2023.</li> <li>Figures for the previous periods have been regrouped, wherever necessary, to conform to the current period's classification</li> <li><b>3</b>/2</li> </ul>	1	The above results have been reviewed and recommended by the Audit Committee and approved by the Board of Directors at the respective meetings held on 14th February 2024.
<ul> <li>principles of Indian Accounting Standards (IndAS) as notified under the Companies (Indian Accounting Standards) Rules. 2015 as amended by (Indian Accounting Standards)(Amendment) Rules.2022 as specified under section 133 o Companies Act. 2013.</li> <li>During the year 2017-18, the company wrote off Rs. 2.854.06 Lakhs of Trade Receivables and Rs.12.337.79 Lakhs o loan receivable from Ucal Holding Inc (Previously Amtec Precision Products Inc The company is awaiting approva from RBI for the said write off.</li> <li>Interest payable in accordance with Section 15 of the MSMED Act. 2006 (and rules made thereunder as amended), for the vendors for outstanding balances remaining unpaid beyond the stipulated period. has been computed based on the MSME list provided by the Company. However, we were unable to ascertain any potential interest obligations owed t micro and small enterprises as per Section 15 of the MSMED Act. 2006 (and rules made thereunder as amended), for payments made druring the year that exceeded the stipulated period.</li> <li>The name of the Company has changed from UCAL Fuel Systems Limited to UCAL LIMITED with the approval of the Registrar of Companies. Chennai with effect from 26th June 2023.</li> <li>Figures for the previous periods have been regrouped, wherever necessary, to conform to the current period's classification</li> <li>Place : Chennai</li> </ul>	<ul> <li>principles of Indian Accounting Standards (IndAS) as notified under the Companies (Indian Accounting Standards) Rules. 2015 as amended by (Indian Accounting Standards)(Amendment) Rules.2022 as specified under section 133 of Companies Act. 2013.</li> <li>During the year 2017-18, the company wrote off Rs. 2.854.06 Lakhs of Trade Receivables and Rs.12.337.79 Lakhs of loan receivable from Ucal Holding Inc (Previously Amtec Precision Products Inc The company is awaiting approval from RBI for the said write off.</li> <li>Interest payable in accordance with Section 15 of the MSMED Act. 2006 (and rules made thereunder as amended), to the vendors for outstanding balances remaining unpaid beyond the stipulated period. has been computed based on the MSME list provided by the Company. However, we were unable to ascertain any potential interest obligations owed to micro and small enterprises as per Section 15 of the MSMED Act. 2006 (and rules made thereunder as amended), for payments made druring the year that exceeded the stipulated period.</li> <li>The name of the Company has changed from UCAL Fuel Systems Limited to UCAL LIMITED with the approval of the Registrar of Companies. Chennai with effect from 26th June 2023.</li> <li>Figures for the previous periods have been regrouped, wherever necessary, to conform to the current period's classification</li> <li>Place : Chennai</li> </ul>	2	The company operates only in one segment, i.e., Automotive Components. As such reporting is done on single segment basis.
<ul> <li>4 loan receivable from Ucal Holding Inc (Previously Amtec Precision Products Inc The company is awaiting approval from RBI for the said write off.</li> <li>Interest payable in accordance with Section 15 of the MSMED Act, 2006 (and rules made thereunder as amended), to the vendors for outstanding balances remaining unpaid beyond the stipulated period, has been computed based on the MSME list provided by the Company. However, we were unable to ascertain any potential interest obligations owed t micro and small enterprises as per Section 15 of the MSMED Act, 2006 (and rules made thereunder as amended), for payments made druring the year that exceeded the stipulated period.</li> <li>The name of the Company has changed from UCAL Fuel Systems Limited to UCAL LIMITED with the approval of the Registrar of Companies. Chennai with effect from 26th June 2023.</li> <li>7 Figures for the previous periods have been regrouped, wherever necessary, to conform to the current period's classification</li> <li>3/3</li> <li>Place : Chennai</li> </ul>	<ul> <li>4 Ioan receivable from Ucal Holding Inc (Previously Amtec Precision Products Inc The company is awaiting approval from RBI for the said write off.</li> <li>Interest payable in accordance with Section 15 of the MSMED Act, 2006 (and rules made thereunder as amended), to the vendors for outstanding balances remaining unpaid beyond the stipulated period, has been computed based on the MSME list provided by the Company. However, we were unable to ascertain any potential interest obligations owed to micro and small enterprises as per Section 15 of the MSMED Act, 2006 (and rules made thereunder as amended), for payments made druring the year that exceeded the stipulated period.</li> <li>The name of the Company has changed from UCAL Fuel Systems Limited to UCAL LIMITED with the approval of the Registrar of Companies. Chennai with effect from 26th June 2023.</li> <li>7 Figures for the previous periods have been regrouped, wherever necessary, to conform to the current period's classification</li> <li>Ya</li> <li>Place : Chennai</li> </ul>	3	principles of Indian Accounting Standards (IndAS) as notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by (Indian Accounting Standards)(Amendment) Rules, 2022 as specified under section 133 of
<ul> <li>the vendors for outstanding balances remaining unpaid beyond the stipulated period, has been computed based on the MSME list provided by the Company. However, we were unable to ascertain any potential interest obligations owed t micro and small enterprises as per Section 15 of the MSMED Act, 2006 (and rules made thereunder as amended), for payments made druring the year that exceeded the stipulated period.</li> <li>The name of the Company has changed from UCAL Fuel Systems Limited to UCAL LIMITED with the approval of the Registrar of Companies. Chennai with effect from 26th June 2023.</li> <li>Figures for the previous periods have been regrouped, wherever necessary, to conform to the current period's classification</li> <li>Place : Chennai</li> </ul>	<ul> <li>the vendors for outstanding balances remaining unpaid beyond the stipulated period, has been computed based on the MSME list provided by the Company. However, we were unable to ascertain any potential interest obligations owed to micro and small enterprises as per Section 15 of the MSMED Act, 2006 (and rules made thereunder as amended), for payments made druring the year that exceeded the stipulated period.</li> <li>The name of the Company has changed from UCAL Fuel Systems Limited to UCAL LIMITED with the approval of the Registrar of Companies. Chennai with effect from 26th June 2023.</li> <li>Figures for the previous periods have been regrouped, wherever necessary, to conform to the current period's classification</li> <li>Place : Chennai</li> </ul>	4	loan receivable from Ucal Holding Inc (Previously Amtec Precision Products Inc The company is awaiting approval
<ul> <li>6 the Registrar of Companies. Chennai with effect from 26th June 2023.</li> <li>7 Figures for the previous periods have been regrouped, wherever necessary, to conform to the current period's classification</li> <li>3/3</li> <li>Place : Chennai</li> </ul>	<ul> <li>the Registrar of Companies. Chennai with effect from 26th June 2023.</li> <li>Figures for the previous periods have been regrouped, wherever necessary, to conform to the current period's classification</li> <li>For UCAL Limited</li> <li>Jayakar Krishpamurthy</li> </ul>	5	the vendors for outstanding balances remaining unpaid beyond the stipulated period, has been computed based on the MSME list provided by the Company. However, we were unable to ascertain any potential interest obligations owed to micro and small enterprises as per Section 15 of the MSMED Act, 2006 (and rules made thereunder as amended), for
Place : Chennai For UCAL Limited Jayakar Krishpamurthy	Place : Chennai For UCAL Limited Jayakar Krishpamurthy	6	
Place : Chennai Jayakar Krishpamurthy	Place : Chennai Jayakar Krishpamurthy	7	
			3/3 2 AMA (CHENNAI)
Data + 14/02/2024 Managing Director	Date : 14/02/2024 Managing Director		

# R. SUBRAMANIAN AND COMPANY LLP CHARTERED ACCOUNTANTS FRN : 0041375 / 5200041



New No:6, Old No. 36, Krishnaswamy Avenue, Luz, Mylapore, Chennai - 600 004. Phone : 24992261 / 24991347 / 42169257 Email : rs@rscompany.co.in Website : www.rscompany.co.in

> Independent Auditors' Limited Review Report on Unaudited Standalone Financial Results of UCAL LIMITED (Formerly Known as UCAL FUEL SYSTEMS LIMITED) for the quarter and nine months ended December 31, 2023 Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

To the Board of Directors of UCAL LIMITED

#### Introduction

 We have reviewed the accompanying statement of unaudited standalone financial results of M/s. UCAL LIMITED (herein after referred to as 'the Company'), for the quarter and nine months ended December 31, 2023 (herein after referred to as 'the Statement') being submitted by the company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "Listing Regulations").

#### Management Responsibility

2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules notified thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

#### Scope of Review

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of the persons responsible for financial and accounting matters, applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

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#### Conclusion

4. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement read with notes thereon, prepared in accordance with applicable Indian accounting standards specified under section 133 of Companies Act, 2013 read with relevant rules notified thereunder and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in terms of Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

#### **Emphasis of Matter**

5. We draw attention to Note No. 4, relating to pending receipt of RBI approval in respect of write off of trade receivable and loans and advances due from UCAL Holdings Inc., (Previously AMTEC Precision Products Inc.,) during the year 2017-18.

Our conclusion on the Statement is not qualified in respect of this matter.

For R. Subramanian and Company LLP, Chartered Accountants, FRN: 004137S/S200041

AND COM Chennai 600 004 K. Jayashankar

R. Jayashankar Partner Membership No. - 014156 UDIN: 24014156 BKGADC 8025

Place: Chennai Date: 14-02-2024

# R. SUBRAMANIAN AND COMPANY LLP CHARTERED ACCOUNTANTS FRN : 0041375 / 5200041



New No:6, Old No. 36, Krishnaswamy Avenue, Luz, Mylapore, Chennal - 600 004.

Phone : 24992261 / 24991347 / 42169257 Email : rs@rscompany.co.in Website : www.rscompany.co.in

> Independent Auditors' Limited Review Report On Unaudited Consolidated Financial Results of UCAL LIMITED (Formerly known as UCAL FUEL SYSTEMS LIMITED) for the quarter and nine months ended December 31, 2023 pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

#### TO THE BOARD OF DIRECTORS OF UCAL LIMITED

#### Introduction

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of M/s. UCAL LIMITED (herein after referred to as 'the Company/Parent') and its 2 wholly owned subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), for the quarter and nine months ended December 31, 2023 (herein after referred to as 'the Statement') being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended( the "Listing Regulations").

#### Management Responsibility

2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules notified thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

#### Scope of Review

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free from material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the Circular No. CIR/CFD/CMDI/44/2019 dated March 29,2019 issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

K-Fe Chennai 600 004

Branches :

BANGALORE

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## 4. The Statement includes the unaudited financial results of the following entities:

- i) Wholly owned Subsidiaries:
  - (a) UCAL Holdings Inc., USA (Previously AMTEC Precision Products Inc.,)
  - (b) UCAL Polymer Industries Limited
- (ii) Subsidiaries
  - (a) <u>Subsidiaries of UCAL Holdings Inc., USA (Previously AMTEC Precision</u> <u>Products Inc.,</u>)
    - UCAL Systems Inc., (Previously North American Acquisition Corporation, USA)
    - AMTEC Moulded Products Inc., USA
  - (b) Subsidiary of UCAL Polymer Industries Limited
    - UPIL USA, Inc.

# Conclusion

5. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with applicable Indian Accounting Standard specified under section 133 of the Companies Act, 2013 read with relevant circular/rules notified thereunder and other recognised accounting practices and policies, has not disclosed the information required to be disclosed in terms of Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

# **Emphasis of Matter**

6. We draw attention to Note No. 4, relating to pending receipt of RBI approval in respect of write off of trade receivable and loans and advances due from UCAL Holdings Inc., (Previously AMTEC Precision Products Inc.,) during the year 2017-18.

Our conclusion on the Statement is not qualified in respect of this matter.

## Other Matters

We did not review the interim financial results of 2 (two) wholly owned subsidiaries referred to in paragraph 4(i) above, included in the Statement.

7. The interim financial results of one wholly owned subsidiary (M/s. UCAL Holdings Inc.) included in the unaudited consolidated financial results reflect total assets of Rs. 23,934.54 lakhs as at December 31, 2023 and total income of Rs. 6,108.68 lakhs and Rs. 18,105.54 lakhs, total net loss after tax of Rs. 393.01 lakhs and Rs. 1,307.92 lakhs, total comprehensive income/(Loss) of Rs. (385.80) lakhs and Rs. (965.77) lakhs, for the quarter and nine months ended December 31, 2023 respectively as considered in the Statement.



8. The interim financial results of the other wholly owned subsidiary (M/s. UCAL Polymer Industries Limited) included in the consolidated unaudited financial results reflect total assets of Rs. 7,492.52 lakhs as at December 31, 2023 and total income of Rs. 1,093.72 lakhs and Rs. 3,074.69 lakhs, net profit of Rs. 129.59 lakhs and total net profit after tax Rs. 291.50 lakhs, total comprehensive income of Rs.130.78 lakhs and Rs. 304.77 lakhs for the quarter and nine months ended December 31, 2023 respectively as considered in the Statement.

The Interim financial results of these subsidiary have not been reviewed by their auditors. The unreviewed interim financial results have been furnished to us by Parent's management and our conclusion on the Statement, in so far as it relates to these subsidiaries is based solely on such unreviewed interim financial results.

Our conclusion on the Statement is not qualified in respect of the above matters.

For R. Subramanian and Company LLP, Chartered Accountants, FRN: 004137S/S200041

NY.0 00. Chennai 600 00.

K. Jayashankar Partner Membership No. - 014156 UDIN: 24014156 BKGDD3147

Place: Chennai Date: 14-02-2024

# Disclosure under sub-para (1) [i.e. Acquisition(s) (including agreement to acquire)] of Para A of Part A of Schedule III to the Regulation 30 of the SEBI Listing Regulations.

	Ninne of the topoet ontitue details in	Avironix Private Limited
А.	Name of the target entity, details in	
	brief such as size, turnover etc.	Authorised Capital – Rs.15 Lakhs
		Turnover for FY 2022-23 – NA,
		FY 23-24 being the first year.
		Networth at March 31, 2023 – NA
		FY 23-24 being the first year.
В.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/ group companies have any	Avironix Private Limited is a related party since Mr.Ram Ramamurthy is common Director in both the Companies. The transaction is at arm's length.
	interest in the entity being	None of the Promoters or Members of the Promoter
	acquired? If yes, nature of interest	group of the Company is interested financially or
	and details thereof and whether the	otherwise in Avironix Private Limited.
	same is done at "arm's length".	onerwise in Avnonix i nvate Emitted.
C.	Industry to which the entity being	Unmanned Aerial Vehicle Industry
с.	acquired belongs	
D.	Objects and effects of acquisition	The Company has an enabling clause in the main objects
	(including but not limited to,	of its Memorandum of Association to carry on the
	disclosure of reasons for acquisition	business in the field of Unmanned aerial vehicles viz
	of target entity, if its business is	Drones.
	outside the main line of business of	Our venture into the drone industry is a strategic step to
	the listed entity)	tap into the growing market. The decision to invest in
	, , , , , , , , , , , , , , , , , , ,	Avironix, a specialized drone company, aligns with our
		goal to diversify and capitalize on emerging
		opportunities. By this acquisition, we position ourselves
		strategically without diluting our core focus and will not
		only enhance our presence in the drone sector but also
		contribute to sustained growth.
Е.	Brief details of any governmental	None
ц.	or regulatory approval for the	
	required acquisition	
 F.	Indicative time period for	On or before 28 <sup>th</sup> February 2024.
<sup>1</sup> .	completion of the acquisition	·
G.	Nature of consideration whether	Cash consideration
С.		
	cash consideration or share swap	
	and details of the same	Total Consideration is Rs 85 750/
Н.	Cost of acquisition or the price at	Total Consideration is Rs.85,750/-
	which the shares are acquired	
I.	Percentage of shareholding /	The Company has agreed to acquire up to 49% of the
	control acquired and/ or number of	Target company.
	shares acquired	



(Formerly UCAL FUEL SYSTEMS LIMITED)

J.	Brief background about the entity	a. Background :-
	acquired in terms of products/line of	Avironix is a Drone Design, Manufacture and services
	business acquired, date of	company. It works on Drone Design, Analysis,
	incorporation, history of last 3-year	Manufacturing, and Testing. The present product
	turnover, country in which the	portfolio includes Micro, Small and Medium Drones.
	acquired entity has presence and any	Avironix's mapping drone Peregrine was recently
	other significant information (in brief)	awarded Type Certification. Avironix also provides
	0	comprehensive Drone based services for various
		applications that include Agriculture, Mining,
		Infrastructure and Defence.
		b. Date of Incorporation :- 15th March 2023
		c. Turnover for last 3 FYs : NA
		d. The Company which has just commenced its
		operations has presence only in India as of now.

