

**CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31.12.2019**

<b>General information about company</b>	
Scrip code	500464
NSE Symbol	UCALFUEL
MSEI Symbol	
ISIN	INE139B01016
Name of the entity	UCAL FUEL SYSTEMS LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Quarterly
Date of Report	31-12-2019
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Sr	Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment
1	Mr	JAYAKAR KRISHNAMURTHY	00018987	Executive Director	Chairperson	MD	30-11-1960	NA		17-02-1999
2	Mr	S. BALASUBRAMANIAN	02849971	Non-Executive - Independent Director	Not Applicable		03-11-1942	Yes	29-09-2018	21-05-2018
3	Mr	S. NATARAJAN	00155988	Non-Executive - Independent Director	Not Applicable		01-11-1947	NA		13-04-2009
4	Mr	V. SUMANTRAN	02153989	Non-Executive - Independent Director	Not Applicable		27-09-1958	NA		29-07-2009
5	Mr	RAM RAMAMURTHY	06955444	Executive Director	Not Applicable		22-05-1948	NA		30-08-2014
6	Ms	REKHA RAGHUNATHAN	00057774	Executive Director	Not Applicable		29-11-1970	NA		25-03-2015

Sr	Title (Mr / Ms)	Name of the Director	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr	JAYAKAR KRISHNAMURTHY	01-09-2016			1	0	2	0
2	Mr	S. BALASUBRAMANIAN	21-05-2018		19	5	5	4	1
3	Mr	S. NATARAJAN	30-09-2019		63	3	1	1	1
4	Mr	V. SUMANTRAN	30-09-2019		63	3	3	2	1
5	Mr	RAM RAMAMURTHY	04-09-2018			1	0	1	0
6	Ms	REKHA RAGHUNATHAN	29-09-2018			1	0	0	0

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00155988	S. NATARAJAN	Non-Executive - Independent Director	Chairperson	29-09-2014		
2	02153989	V. SUMANTRAN	Non-Executive - Independent Director	Member	29-09-2014		
3	02849971	S. BALASUBRAMANIAN	Non-Executive - Independent Director	Member	09-02-2019		
4	00018987	JAYAKAR KRISHNAMURTHY	Executive Director	Member	01-09-2016		
Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00155988	S. NATARAJAN	Non-Executive - Independent Director	Chairperson	29-09-2014		
2	02153989	V. SUMANTRAN	Non-Executive - Independent Director	Member	29-09-2014		
3	02849971	S. BALASUBRAMANIAN	Non-Executive - Independent Director	Member	09-02-2019		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02849971	S. BALASUBRAMANIAN	Non-Executive - Independent Director	Chairperson	09-02-2019		
2	00018987	JAYAKAR KRISHNAMURTHY	Executive Director	Member	01-09-2016		
3	06955444	RAM RAMAMURTHY	Executive Director	Member	04-09-2018		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00018987	JAYAKAR KRISHNAMURTHY	Executive Director	Chairperson	01-09-2016		
2	06955444	RAM RAMAMURTHY	Executive Director	Member	04-09-2018		
3	02153989	V. SUMANTRAN	Non-Executive - Independent Director	Member	29-09-2014		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02849971	S. BALASUBRAMANIAN	Non-Executive - Independent Director	Chairperson	09-02-2019		
2	00018987	JAYAKAR KRISHNAMURTHY	Executive Director	Member	01-09-2016		
3	06955444	RAM RAMAMURTHY	Executive Director	Member	04-09-2018		

Annexure 1							
III. Meeting of Board of directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1		14-08-2019			Yes	5	3
2		31-08-2019	16		Yes	6	3
3		02-11-2019	62		Yes	5	3

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	14-08-2019				Yes	4	3
2	Audit Committee	31-08-2019	16			Yes	4	3
3	Audit Committee	02-11-2019	62			Yes	4	3

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			
Disclosure of notes of material transaction with related party			

**Annexure 1**

<b>VI. Affirmations</b>		
<b>Sr</b>	<b>Subject</b>	<b>Compliance status (Yes/No)</b>
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	
<b>Signatory Details</b>		
<b>Name of signatory</b>	REKHA RAGHUNATHAN	
<b>Designation of person</b>	Director	
<b>Place</b>	CHENNAI	
<b>Date</b>	13-01-2020	