

ANNEXURE-D

CORPORATE GOVERNANCE REPORT

1) Our Corporate Governance Philosophy

Your Company is committed to achieve and maintain the highest standards of Corporate Governance. Your Company believes in the concept of good Corporate Governance involves transparency, empowerment, accountability, equity and integrity with a view to enhance stakeholder's value in order to achieve its mission as stated below: -

“To continually enhance the stakeholders’ value through global competitiveness while contributing to society.”

Our Corporate Governance framework ensures effective engagement with our stakeholders and which help us to evolve with changing time.

Your Company believes that an active, well informed independent Board is necessary to ensure the highest standard of Corporate Governance. Your Company firmly believes that the Board's independence is essential to bring objectivity and transparency in the management and in the dealings of the Company.

2) Board Composition

Size and composition of Board

Your Company believes that our Board needs an appropriate mix of Executive Directors and Independent Directors to maintain its independence and separate its functions of governance and management. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter “Listing Regulations”) mandate that for a Company with an Executive Chairman, at least one-half of the Board should be Independent Directors.

On March 31 2023, our Board consists of nine members, out of which three are Executive; one is Non-Executive Non-Independent, while the remaining five are Independent Directors. The above composition

comprises of two Women Directors out of which one is Independent Director.

The independent directors have confirmed that they meet the criteria of independence as required under the Companies Act, 2013 and Regulation 16 (1) (b) of Listing Regulations. The Board of Directors (“Board”) is of the opinion that the Independent Directors fulfill the conditions specified in SEBI (LODR) Regulations, 2015 and are Independent of the Management.

No Independent Director of the company serves as a Whole-Time Director of any other listed company.

None of the Independent Directors of the company is a director in more than seven listed companies and serving as director of more than 10 public companies.

None of the Directors of the Company is a director of more than 20 Companies (including Public and Private) or director of more than 10 public companies.

None of the Directors of the Company is a member in more than 10 committees of public limited companies nor act as a chairperson of more than 5 committees across all listed entities in terms of Regulation 26(1) of Listing Regulations.

The shareholders at their General Meeting held from time to time have approved the appointment of Independent Directors for a fixed tenure not exceeding as prescribed under the Companies Act, 2013. The Company issued letter of appointment to all its Independent Directors as per Schedule IV to the Companies Act, 2013 and the terms and conditions of such appointment have been disclosed on the website of the Company at <https://www.unominda.com/uploads/Investor/2023/Appointment-Letter-Independent-Director.pdf>

The composition of the Board, category and particulars of attendance during the financial year 2022-23 is given below: -

i) The composition of the Board, category and particulars of attendance is given below:

Name of Director	Category of Directorship	Attendance Record Total Board Meeting held during 2022-23 = 9 Nos.		Number of other Directorships*	Committee Membership/ Chairmanships**	
		Board Meetings attended	Last AGM held on 16/09/2022 Attended Yes/No		Member	Chairman \$
Mr. Nirmal Kumar Minda ¹	Chairman & Managing Director-Promoter	9	Yes	7	0	0
Mr. Ravi Mehra	Dy. Managing Director	8	Yes	5	3	2
Mr. Anand Kumar Minda	Non-Executive Director -Promoter Group	9	Yes	7	2	0

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Name of Director	Category of Directorship	Attendance Record Total Board Meeting held during 2022-23 = 9 Nos.		Number of other Directorships*	Committee Membership/ Chairmanships**	
		Board Meetings attended	Last AGM held on 16/09/2022 Attended Yes/No		Member	Chairman \$
Ms. Paridhi Minda ²	Whole-time Director-Promoter Group	7	Yes	5	0	0
Mr. Vivek Jindal ³	Non-Executive Director-Non-Independent	NA	NA	2	0	0
Ms. Pravin Tripathi ⁴	Non-Executive & Independent Director	6	Yes	6	6	1
Mr. Krishan Kumar Jalan ⁵	Non-Executive & Independent Director	9	Yes	7	7	3
Mr. Rakesh Batra	Non-Executive & Independent Director	9	Yes	4	4	0
Mr. Rajiv Batra ⁶	Non-Executive & Independent Director	8	Yes	4	4	1
Mr. Satish Balkrishna Borwankar ⁷	Non-Executive & Independent Director	7	Yes	2	1	0
Ms. Rashmi Hemant Urdhwareshe ⁸	Non-Executive & Independent Director	3	NA	6	3	1

Note: There are no inter-se relationships between our Board members except Ms. Paridhi Minda and Mr. Vivek Jindal. Ms. Paridhi Minda, is daughter of Mr. Nirmal K. Minda, Chairman & Managing Director and Mr. Vivek Jindal is husband of Ms. Paridhi Minda.

* Includes directorship in Uno Minda Limited (formerly known as Minda Industries Limited) and excludes directorship in Private Companies, Foreign Companies, Companies incorporated under Section 8 of the Companies Act, 2013 and alternate directorships.

** For the purpose of considering the limit of Committee Memberships and Chairmanships of a Director, Audit Committee and Stakeholders Relationship Committee of Public Limited Companies have been considered. Also includes the Memberships & Chairmanships in Uno Minda Limited (formerly known as Minda Industries Limited).

\$ Chairmanship of Audit Committee and Stakeholders Relationship Committee of Public companies only considered.

¹Mr. Nirmal K Minda has been reappointed as Chairman and Managing Director of the Company for a period of 4 (four) years with effect from 01 April 2023 by the Members of the Company through Postal Ballot on 27 March 2023.

²Ms. Paridhi Minda, Whole Time Director of the Company, stepped down from the position of Whole Time Director and Board w.e.f. 01 April 2023.

³Mr. Vivek Jindal has been appointed as an Additional Director in the category of Non-Executive Non Independent Director on the Board of the Company with effect from 01 April 2023, subject to approval by the shareholders which is being sought by way of Postal Ballot.

⁴Ms. Pravin Tripathi, Non-Executive Independent Director on the Board of the Company has completed her second term and she ceased to be a Director on the Board w.e.f. 06 February 2023.

⁵Mr. Krishan Kumar Jalan, Non-Executive Independent Director on the Board of the Company has completed his second term and he ceased to be a Director on the Board w.e.f. 16 May 2023.

⁶Mr. Rajiv Batra was appointed as an Additional Director in the category of Non-Executive Independent Director on the Board of the Company for a period of two consecutive years w.e.f. 01 April 2022. The appointment of Mr. Rajiv Batra was regularised as an Independent Director by the Members of the Company through Postal Ballot on 29 June 2022.

⁷Mr. Satish Balkrishna Borwankar was appointed as an Additional Director in the category of Non-Executive Independent Director on the Board of the Company for a term of three consecutive years with effect from 12 April 2022. The appointment of Mr. Satish Balkrishna Borwankar was regularised as an Independent Director by the Members of the Company through Postal Ballot on 29 June 2022.

⁸Ms. Rashmi Hemant Urdhwareshe was appointed as an Additional Director in the category of Non-Executive Independent Director on the Board of the Company for a period of three consecutive years w.e.f. 25 January 2023. The appointment of Ms. Rashmi Hemant Urdhwareshe was regularised as an Independent Director by the Members of the Company through Postal Ballot on 27 March 2023.

Mr. Nirmal K. Minda, is a Promoter Director. Mr. Anand Kumar Minda and Ms. Paridhi Minda are part of Promoter Group.

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Name of the other listed entities where such director is a director as on March 31, 2023

S. No.	Name of the Director	CIN & Name of other Listed entity where he/she is a director	Category of the directorship
1	Mr. Nirmal K Minda	NIL	NIL
2	Mr. Ravi Mehra	NIL	NIL
3	Mr. Anand Kumar Minda	NIL	NIL
4	Ms. Paridhi Minda*	NIL	NIL
5	Mr. Vivek Jindal**	NIL	NIL
6	Mr. Krishan Kumar Jalan***	L45201DL1999PLC195937 PNC Infratech Limited	Independent Director
		L27320WB1997PLC084819 Titagarh Wagons Limited	Independent Director
7	Mr. Rakesh Batra	L29222DL1979PLC009668 Sterling Tools Limited	Independent Director
8	Mr. Rajiv Batra	L22120MH2004PLC285453 UFO Moviez India Limited	Independent Director
		L29130HR1986PLC081555 The Hi-Tech Gears Limited	Independent Director
9	Mr. Satish Balkrishna Borwankar	NIL	NIL
10	Ms. Rashmi Hemant Urdhwaresh	L29130TN1961PLC004466 Bimetal Bearings Limited	Independent Director

*Ms. Paridhi Minda, Whole Time Director of the Company, stepped down from the position of Whole Time Director and Directorship w.e.f. 01 April 2023.

**Mr. Vivek Jindal has been appointed as an Additional Director in the category of Non-Executive Non- Independent Director on the Board of the Company with effect from 01 April 2023, subject to approval by the shareholders which is being sought by way of Postal Ballot.

***Mr. Krishan Kumar Jalan, Non-Executive Independent Director on the Board of the Company has completed his second term and he ceased to be a Director on the Board w.e.f. 16 May 2023.

Board Meetings

Nine (9) Board Meetings were held during the financial year 2022-23. These meetings were held on 24 May 2022, 11 July 2022, 08 August 2022, 25 August 2022, 29 September 2022, 10 November 2022, 08 February 2023, 20 March 2023 and 30 March 2023.

Availability of information to the Board members

The Board has unrestricted access to all company related information including that of our employees. At Board Meeting, managers and representatives who can provide additional insights into the items being discussed are invited. Regular updates provided to the Board interalia include Annual Budget, Technology Collaboration, Investments, significant transactions of Subsidiaries Companies, Quarterly Results, Analysis of financial performance, Minutes of meeting of Subsidiary Companies, Minutes of Audit Committee and other committee(s) of the Board of the Company, status of statutory compliances and other material information.

All the information relevant to the Company as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is also made available to the Board.

ANNEXURE-D (Contd.)

Skills/Experience/ Competence of the Board

The Board has members having skill/experience/ competence required for the business and affairs of the Company for it to function effectively. The Board has inter-alia the following attributes:

Nature of skill/ competence/ experience	Mr. Nirmal K Minda	Mr. Anand Minda	Mr. Ravi Mehra	Mr. Vivek Jindal	Mr. Krishan Kumar Jalan	Ms. Rakesh Batra	Mr. Rajiv Batra	Mr. Satish Balkrishna Borwankar	Ms. Rashmi Hemant Urdhwareshe
Industry Knowledge and experience	√	√	√	√	-	√	-	√	√
Finance & Risk	√	√	√	√	√	√	√	√	√
Governance & Regulatory	√	√	√	√	√	√	√	√	√
Engineering & Technology	√	√	√	√	-	√		√	√
Leadership & Strategy	√	√	√	√	√	√	√	√	√

Code of Conduct

In compliance with Regulation 26(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Company has framed and adopted Code of Conduct ('the Code').

The code is applicable to all Directors, Independent Directors and Senior Management of the Company. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The code is available on our website <https://www.unominda.com/uploads/investor/policies/Code%20of%20Conduct.PDF>

All Members of the Board and Senior Management personnel have affirmed the compliance with the Code as on 31 March 2023.

A declaration to this effect, signed by the CEO in terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 forms part of the Board's Report is appended as **Annexure-L**.

3) Board Committees

The Board has 6 (Six) Committees: Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility (CSR) Committee, Risk Management Committee and Investment Committee

a) Audit Committee

Audit Committee comprised of four Independent Directors as on 31 March 2023.

The quorum for Audit Committee Meeting shall either two or one-third of the members of the committee, whichever is greater, with at least two independent directors.

The Composition, Category and Attendance of Audit Committee is given below: -

Name of the member	Category	Attendance Record (No. of meetings held= 8) Meeting(s) attended	Date on which meeting held
Ms. Pravin Tripathi ¹	Chairperson	5	18-05-2022
Mr. Rajiv Batra ²	Chairman	3	06-08-2022
Mr. Krishan Kumar Jalan ³	Member	8	25-08-2022
Mr. Rakesh Batra	Member	8	29-09-2022
Ms. Rashmi Hemant Urdhwareshe ⁴	Member	3	09-11-2022
			07-02-2023
			20-03-2023
			30-03-2023

¹ceased to be a Chairperson of the committee w.e.f. 06 February 2023.

²appointed as a Chairman of the committee w.e.f. 06 February 2023.

³ceased as a Member of the Committee w.e.f. 16 May 2023

⁴appointed as a Member of the committee w.e.f. 06 February 2023.

The Company Secretary acts as a Secretary of the Committee.

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Qualified and Independent Audit Committee

The Company complies with Section 177 of the Companies Act, 2013 as well as requirements under the SEBI (LODR) Regulations, 2015 pertaining to the Audit Committee. Its functioning is as under:

- i) The Audit Committee presently consists of the four Independent Directors.
- ii) All members of the committee are financially literate and having the requisite financial management expertise.
- iii) The Chairman of the Audit Committee is an Independent Director.
- iv) The Chairman of the Audit Committee was present at the last Annual General Meeting held on 16 September 2022.

All the recommendations made by the Audit Committee during the year were accepted by the Board.

Powers of the Audit Committee

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Upon invitation, the CFO, internal auditors, statutory auditors of the Company attend meetings of the Audit Committee

Terms of reference and role of the Audit Committee inter-alia includes matters specified under section 177(4) of the Companies Act, 2013 and Part-C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b) Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprised of three independent directors as on 31 March 2023.

The quorum for Nomination and Remuneration Committee Meeting shall either two or one-third of the members of the committee, whichever is greater, with at least one independent director.

The composition, category and attendance of Nomination and Remuneration Committee is given below: -

Name of the member	Category	Attendance Record (No. of meetings held= 6) Meeting(s) attended	Date on which meeting held
Ms. Pravin Tripathi ¹	Chairperson	4	24-05-2022
Mr. Rakesh Batra ²	Chairman	6	11-07-2022
Mr. Krishan Kumar Jalan ³	Member	6	08-08-2022
Mr. Satish Balkrishna Borwanker ⁴	Member	2	24-01-2023 08-02-2023 30-03-2023

¹ceased to be a Chairperson of the committee w.e.f. 06 February 2023.

²appointed as a Chairman of the committee w.e.f. 06 February 2023.

³ceased as a Member of the Committee w.e.f. 16 May 2023

⁴appointed as a Member of the committee w.e.f. 06 February 2023.

Ms. Rashmi Hemant Urdhwareshe, Independent Director appointed as Member of the Committee w.e.f 16 May 2023.

The Company Secretary acts as a Secretary of the Committee.

Terms of reference

- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees.
- To appoint an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.

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- To formulate the criteria for evaluation of Independent Directors and the Board
- To devise a policy on Board diversity.
- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- To recommend / review remuneration of the Managing Director(s), Whole-time Director(s) and their relatives, Key Managerial Personnel and Senior Management based on their performance and defined assessment criteria.
- To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- To carry out any other functions as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.
- Such matters as stated in section 177(4) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Performance evaluation criteria for Independent Directors

The performance evaluation for independent directors has been carried out in-line with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2017/004 dated January 5, 2017. An indicative list of factors on which evaluation was carried out includes participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgement.

Remuneration Policy

The Remuneration policy of our Company is a comprehensive policy which is competitive, in consonance with the industry practices and rewards good performance of the employees of the Company. The policy ensures equality, fairness and consistency in rewarding the employees on the basis of performance against set objectives. The Company has a Remuneration Policy which is uploaded on the website of the Company at <https://www.unominda.com/uploads/investor/policies/Nomination%20and%20Remuneration-Policy.pdf>

c) Stakeholders Relationship Committee

The Stakeholders Relationship Committee comprised of three directors as on 31 March 2023.

The composition, category and attendance of Stakeholders Relationship Committee is given below: -

Name of the member	Category	Attendance Record (No. of meetings held= 4) Meeting(s) attended	Date on which meeting held
Mr. Krishan Kumar Jalan*	Chairman	4	24-05-2022
Mr. Anand Kumar Minda	Member	4	08-08-2022
Mr. Rajiv Batra**	Member	1	10-11-2022
Ms. Pravin Tripathi***	Member	3	07-02-2023

* appointed as Chairman w.e.f. April 1, 2022 and he ceased w.e.f 16 May 2023

** appointed as a member of the committee w.e.f. 06 February 2023

***ceased to be a member of the committee w.e.f. 06 February 2023.

Mr. Satish Balkrishna Borwankar, Independent Director appointed as Member of the Committee w.e.f 16 May 2023

The Company Secretary acts as a Secretary of the Committee.

Terms of Reference

- Oversee and review all matters connected with the transfer of the Company's securities
- Approve issue of the Company's duplicate share certificates
- Monitor redressal of investors' / shareholders' grievances

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- Oversee the performance of the Company's Registrars and Transfer Agents
- Recommend methods to upgrade the standard of services to Investors
- Monitor implementation of the Company's Code of Conduct for Prohibition of Insider Trading
- Carry out any other functions as may be referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable

Name, Designation and Address of the Compliance Officer

Mr. Tarun Kumar Srivastava
 Company Secretary & Compliance Officer
 Uno Minda Limited
 (formerly known as Minda Industries Limited)
 B-64/1, Wazirpur Industrial Area,
 Delhi-110052
 E-mail: tkrivastava@unominda.com
 Phone: 011-49373931, 0124-2291604, Fax: 0124-2290676

Investor Complaint:

Your Company has 1,25,691 shareholders as on 31 March 2023. The Company and share transfer agent has received 1 complaint during the year. All these complaints were resolved to the satisfaction of shareholders within a period of 15 days from its receipt.

Number of Complaints received during the year: 1

Number of Complaints not solved to the satisfaction of shareholders: Nil

Number of pending Complaints as at 31 March 2023: Nil

d) Corporate Social Responsibility (CSR) Committee

The Corporate Social Responsibility (CSR) Committee comprised of four directors as on 31 March 2023.

The composition, category and attendance of Corporate Social Responsibility (CSR) Committee is given below: -

Name of the member	Category	Attendance Record (No. of meetings held = 2 Meeting(s) attended	Date on which meeting held
Mr. Nirmal K. Minda	Chairman	1	24-05-2022
Mr. Anand Kumar Minda	Member	2	10-11-2022
Mr. Krishan Kumar Jalan	Member	2	
*Ms. Rashmi Hemant Urdhwarsheshe	Member	NA	

* appointed as a member of the committee w.e.f. 06 February 2023

The Company Secretary acts as a Secretary of the Committee.

Terms of Reference

The CSR committee is responsible to formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013, to recommend the amount of expenditure to be incurred on CSR activities and to monitor the Corporate Social Responsibility Policy of the Company from time-to time.

The CSR Policy of the Company is available on our website at <https://www.unominda.com/uploads/investor/policies/UML%20CSR%20policy.pdf>

The CSR Report, as required under the Companies Act, 2013 for the year ended on 31 March 2023 is appended as **Annexure-B** to the Board's report.

ANNEXURE-D (Contd.)

e) Risk Management Committee

The Risk Management Committee comprised of four members as on 31 March 2023.

The composition, category and attendance of Risk Management Committee is given below: -

Name of the member	Category	Attendance Record (No. of meetings held = 3 Meeting(s) attended)	Date on which meeting held
Ms. Pravin Tripathi*	Chairperson	0	30-07-2022
Mr. Satish Balkrishna Borwarnker**	Chairman	1	27-12-2022
Mr. Anand Kumar Minda	Member	2	30-03-2023
Mr. Krishan Kumar Jalan***	Member	3	
Mr. Sunil Bohra	Member	3	

*ceased to be a Chairperson of the committee w.e.f. 06 February 2023.

**appointed as a Chairman of the committee w.e.f. 06 February 2023.

***ceased to be a Member w.e.f. 16 May 2023

The Company Secretary acts as a Secretary of the Committee.

Terms of Reference

- Review of implementation of Risk Management Policy and Framework;
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- Other functions as may be specified under the Companies Act, 2013 and SEBI Listing Regulations; and
- Such other activities as may be specified by the Board from time to time.

f) Investment Committee

The Investment Committee comprised of four members as on 31 March 2023.

The composition, category and attendance of Investment Committee is given below: -

Name of the member	Category	Attendance Record (No. of meetings held = 1 Meeting attended)	Date on which meeting held
Mr. Nirmal K Minda	Chairman	1	12.09.2022
Mr. Anand Kumar Minda	Member	1	
Ms. Pravin Tripathi*	Member	1	
Mr. Rajiv Batra**	Member	0	
Mr. Krishan Kumar Jalan***	Member	1	

*ceased to be a Member of the committee w.e.f. 06 February 2023.

**appointed as a Member of the committee w.e.f. 06 February 2023.

***ceased to be a Member w.e.f. 16 May 2023

Terms of Reference

To make investments, subsidiaries and Joint Venture(s) based on in-principle approval given by the Board for each such specific investment.

ANNEXURE-D (Contd.)

4. General Body Meeting

A) Venue and Time of last three Annual General Meetings (AGM)

Year	Date of Meeting	Time	Venue
28 th AGM, FY 2019-20	19 September 2020	11.00 a.m.	Video Conference (VC)/Other Audio Visual Means (OAVM).
29 th AGM, FY 2020-21	12 August 2021	10.30 a.m.	Video Conference (VC)/Other Audio Visual Means (OAVM).
30 th AGM, FY 2021-22	16 September 2022	11.00 a.m.	Video Conference (VC)/Other Audio Visual Means (OAVM).

The summary of the Special Resolutions passed at the previous 3 Annual General Meetings are reported below: -

30th Annual General Meeting

S. No.	Subject Matter of the Special Resolution
1	In the 30 th Annual General Meeting, there was no Special Resolution in the AGM Notice.

29th Annual General Meeting

S. No.	Subject Matter of the Special Resolution
1	In the 29 th Annual General Meeting, there was no Special Resolution in the AGM Notice.

28th Annual General Meeting

S. No.	Subject Matter of the Special Resolution
1	In the 28 th Annual General Meeting, there was no Special Resolution in the AGM Notice.

B) Postal Ballot

During the financial year, two Postal Ballot was conducted, the details of which is as under: -

(a) Date of Postal Ballot Notice : 24 May 2022

Voting period : 31 May 2022 to 29 June 2022

Date of Declaration of Results: 30 June 2022

1) Appointment of Mr. Rajiv Batra (DIN: 00082866) as an Independent Director of the Company. (Special Resolution)

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	192705697	191399197	99.3220	191399197	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		1306500	0.6780	1306500	0	100.0000	0.0000
	Total		192705697	192705697	100.0000	192705697	0	100.0000
Public-Institutions	E-Voting	65588177	60023956	91.5164	60023956	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		65588177	60023956	91.5164	60023956	0	100.0000
Public- Non Institutions	E-Voting	27326567	9188981	33.6265	9179002	9979	99.8914	0.1086
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		178528	0.6533	178528	0	100.0000	0.0000
	Total		27326567	9367509	34.2799	9357530	9979	99.8935
Total		285620441	262097162	91.7641	262087183	9979	99.9962	0.0038

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2) Appointment of Mr. Satish Balkrishna Borwankar (DIN: 01793948) as an Independent Director of the Company (Special Resolution)

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	192705697	191399197	99.3220	191399197	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		1306500	0.6780	1306500	0	100.0000	0.0000
	Total		192705697	192705697	100.0000	192705697	0	100.0000
Public-Institutions	E-Voting	65588177	60023956	91.5164	60023956	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		65588177	60023956	91.5164	60023956	0	100.0000
Public- Non Institutions	E-Voting	27326567	9188696	33.6255	9178715	9981	99.8914	0.1086
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		178528	0.6533	178528	0	100.0000	0.0000
	Total		27326567	9367224	34.2788	9357243	9981	99.8934
Total		285620441	262096877	91.7640	262086896	9981	99.9962	0.0038

3) Amendment to Uno Minda Employee Stock Option Scheme, 2019 (Special Resolution)

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	192705697	191399197	99.3220	191399197	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		1306500	0.6780	1306500	0	100.0000	0.0000
	Total		192705697	192705697	100.0000	192705697	0	100.0000
Public-Institutions	E-Voting	65588177	60023956	91.5164	38888254	21135702	64.7879	35.2121
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		65588177	60023956	91.5164	38888254	21135702	100.0000
Public- Non Institutions	E-Voting	27326567	9188562	33.6250	9172789	15773	99.8283	0.1717
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		178528	0.6533	178528	0	100.0000	0.0000
	Total		27326567	9367090	34.2783	9351317	15773	99.8316
Total		285620441	262096743	91.7640	240945268	21151475	91.9299	8.0701

ANNEXURE-D (Contd.)

4) Approval for the Change in name of the Company (Special Resolution)

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	192705697	191399197	99.3220	191399197	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		1306500	0.6780	1306500	0	100.0000	0.0000
	Total		192705697	192705697	100.0000	192705697	0	100.0000
Public-Institutions	E-Voting	65588177	60023956	91.5164	60023956	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		65588177	60023956	91.5164	60023956	0	100.0000
Public- Non Institutions	E-Voting	27326567	9178712	33.5890	9168587	10125	99.8897	0.1103
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		178528	0.6533	178528	0	100.0000	0.0000
	Total		27326567	9357240	34.2423	9347115	10125	99.8918
Total		285620441	262086893	91.7606	262076768	10125	99.9961	0.0039

5) Alteration in the Memorandum of Association of the Company (Special Resolution)

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	192705697	191399197	99.3220	191399197	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		1306500	0.6780	1306500	0	100.0000	0.0000
	Total		192705697	192705697	100.0000	192705697	0	100.0000
Public-Institutions	E-Voting	65588177	60023956	91.5164	60023956	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		65588177	60023956	91.5164	60023956	0	100.0000
Public- Non Institutions	E-Voting	27326567	9178672	33.5888	9169321	9351	99.8981	0.1019
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		178528	0.6533	178528	0	100.0000	0.0000
	Total		27326567	9357200	34.2421	9347849	9351	99.9001
Total		285620441	262086853	91.7605	262077502	9351	99.9964	0.0036

ANNEXURE-D (Contd.)

6) Adoption of amended and Restated Articles of Association of the Company (Special Resolution)

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	192705697	191399197	99.3220	191399197	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		1306500	0.6780	1306500	0	100.0000	0.0000
	Total		192705697	192705697	100.0000	192705697	0	100.0000
Public-Institutions	E-Voting	65588177	60023956	91.5164	60023956	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		65588177	60023956	91.5164	60023956	0	100.0000
Public- Non Institutions	E-Voting	27326567	9178372	33.5877	9168991	9381	99.8978	0.1022
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		178528	0.6533	178528	0	100.0000	0.0000
	Total		27326567	9356900	34.2410	9347519	9381	99.8997
Total		285620441	262086553	91.7604	262077172	9381	99.9964	0.0036

7) Approval for raising of funds of upto ₹1000 Crores through Issue of Debt Securities in one or more Tranches (Special Resolution)

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	192705697	191399197	99.3220	191399197	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		1306500	0.6780	1306500	0	100.0000	0.0000
	Total		192705697	192705697	100.0000	192705697	0	100.0000
Public-Institutions	E-Voting	65588177	60023956	91.5164	60023956	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		65588177	60023956	91.5164	60023956	0	100.0000
Public- Non Institutions	E-Voting	27326567	9178677	33.5888	9170021	8656	99.9057	0.0943
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		178528	0.6533	178528	0	100.0000	0.0000
	Total		27326567	9357205	34.2422	9348549	8656	99.9075
Total		285620441	262086858	91.7605	262078202	8656	99.9967	0.0033

ANNEXURE-D (Contd.)

8) Approval for Issuance of Bonus Shares (Ordinary Resolution)

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	192705697	191399197	99.3220	191399197	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		1306500	0.6780	1306500	0	100.0000	0.0000
	Total		192705697	192705697	100.0000	192705697	0	100.0000
Public-Institutions	E-Voting	65588177	60023956	91.5164	60023956	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		65588177	60023956	91.5164	60023956	0	100.0000
Public- Non Institutions	E-Voting	27326567	9188764	33.6258	9176033	12731	99.8615	0.1385
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		178528	0.6533	178528	0	100.0000	0.0000
	Total		27326567	9367292	34.2791	9354561	12731	99.8641
Total		285620441	262096945	91.7641	262084214	12731	99.9951	0.0049

Procedure for Postal Ballot:

The Company dispatched Postal Ballot Notice(s) and Postal Ballot form(s) along with all requisite documents to its Members, whose names appeared in the Register of Members as on Friday 13 May 2022 ('cut-off date') in the following manner:

- through e-mail on Friday, 27 May 2022 to the Members whose e-mail Ids were registered with the Company/ the Depositories; and
- through physical mode, on Saturday, 28 May 2022 along with a self-addressed postage prepaid business reply envelope to the other Members (whose e-mail addresses were not registered with the Company/ the Depositories).

The Company had published an advertisement on 31 May 2022 regarding service of Postal Ballot Notice to eligible members in Financial Express (English) and Jansatta (Hindi).

The Members of the Company holding shares on Friday, 13 May 2022 had an option to vote either through Postal Ballot form(s) or through e-voting facility. Members who opted for e-voting facility have cast their votes on e-voting platform provided by NSDL at <https://evoting.nsdl.com>

The Company successfully completed the process of obtaining approval of its shareholders for the resolutions on the items detailed above through the aforesaid Postal Ballot.

Mr. Devesh Kumar Vasisht (FCS No.: 8488, C.P. No.:13700), Partner of M/s. Sanjay Grover & Associates, Company Secretaries, was appointed as the Scrutinizer for carrying out the Postal Ballot process in a fair and transparent manner.

(b) Date of Postal Ballot Notice : 08 February 2023

Voting period : 26 February 2023 to 27 March 2023

Date of Declaration of Results: 28 March 2023

ANNEXURE-D (Contd.)

1) Approval of re-appointment of Mr. Nirmal K Minda (DIN: 00014942) as Chairman and Managing Director of the Company and to fix his remuneration (Special Resolution)

Category	Mode of voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	40,14,31,394	401431394	100.0000	401431394	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		401431394	100.0000	401431394	0	100.0000	0.0000
Public-Institutions	E-Voting	13,21,69,151	113454795	85.8406	52911081	60543714	46.6363	53.3637
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		113454795	85.8406	52911081	60543714	46.6363	53.3637
Public-Non Institutions	E-Voting	3,93,49,675	3927127	9.9801	3925594	1533	99.9610	0.0390
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3927127	9.9801	3925594	1533	99.9610	0.0390
Total		57,29,50,220	518813316	90.5512	458268069	60545247	88.3301	11.6699

2) Appointment of Ms. Rashmi Hemant Urdhwareshe (DIN:08668140), as an Independent Director of the Company (Special Resolution)

Category	Mode of voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-Voting	40,14,31,394	401431394	100.0000	401431394	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		401431394	100.0000	401431394	0	100.0000	0.0000
Public-Institutions	E-Voting	13,21,69,151	113454795	85.8406	113454795	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		113454795	85.8406	113454795	0	100.0000	0.0000
Public-Non Institutions	E-Voting	3,93,49,675	3925825	9.9768	3920200	5625	99.8567	0.1433
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3925825	9.9768	3920200	5625	99.8567	0.1433
Total		57,29,50,220	518812014	90.5510	518806389	5625	99.9989	0.0011

Procedure for Postal Ballot:

Postal Ballot Notice along with explanatory statement and remote e-Voting instructions were sent to all those Members, whose e-mail address were registered with the Company or Registrar and Share Transfer Agent or with their respective Depository Participants ('DP') and whose names appeared in the Register of Members of the Company/ List of Beneficial Owners as maintained by the Depositories as on 17 February 2023 ('cut-off date').

The Company had published advertisement on 25 February 2023 regarding service of Postal Ballot Notice to eligible members in English language newspaper "Business Standard" and in Hindi language newspaper "Business Standard".

The Members of the Company holding shares as on the cut-off date i.e. 17 February 2023 were entitled to vote on the resolutions as contained in the Postal Ballot Notice and could vote through remote e-voting facility only as per the MCA Circulars. Members were provided with the facility to cast their votes on the designated platform of NSDL viz. www.evotingnsdl.com.

ANNEXURE-D (Contd.)

The Company successfully completed the process of obtaining approval of its shareholders for the resolutions on the items detailed above through the aforesaid Postal Ballot.

Mr. Devesh Kumar Vasisht (FCS No. 8488, C.P. No.: 13700), Partner of M/s DPV & Associates LLP, Company Secretaries, or failing him Mr. Praveen Kumar (FCS No. 10315, C.P. No.: 13411), of M/s DPV & Associates LLP, Company Secretaries, were appointed as Scrutinizers for carrying out the Postal Ballot process in a fair and transparent manner.

C) SPECIAL RESOLUTION PROPOSED TO BE CONDUCTED THROUGH POSTAL BALLOT

The Board has approved at its Meeting held on 30 March 2023, to seek Members consent by way of Special Resolution for the following matters:

- i) To approve appointment of Mr. Vivek Jindal (Din:01074542) as a Non-Executive Director of the Company
- ii) To approve for Increase in Borrowing Powers of the Board under Section 180(1) (c) of the Companies Act, 2013
- iii) Creation of Charge on the movable, immovable and other assets of the Company under Section 180(1)(a) of the Companies Act, 2013

5. Holding/ Subsidiary Companies

In terms of clause (c) of sub-regulation (1) of Regulation 16 of Listing Regulations 'material subsidiary' means a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

In compliance with the said regulation, the Company has a policy on Determining Material Subsidiary, which has been approved by the Board and the same has been displayed on the Company's website at <https://www.unominda.com/uploads/Investor/2023/UML%20material%20subsidiaries%20policy.pdf>

For the year ended on 31 March 2023, there were two materials unlisted subsidiary of the Company i.e. Mindarika Private Limited and Minda Kosei Aluminum Wheel Private Limited.

Sr. No	Name of Material Subsidiary	Date of Incorporation	Name of Statutory Auditors	Date of Appointment of Statutory Auditors
1	Mindarika Private Limited	09-11-1995	S.R. Batliboi & Co. LLP, Chartered Accountants	20-06-2022
2	Minda Kosei Aluminum Wheel Private Limited	23-03-2015	S.R. Batliboi & Co. LLP, Chartered Accountants	10-07-2021

The management of subsidiary companies is carried out by their separate Board of Directors who are empowered to exercise all the duties and rights for efficient monitoring and management of the companies.

The Company oversees and monitors the performance of subsidiary companies.

6. Disclosures

i) Related party Transactions

Related party transactions entered during the financial year were in the ordinary course of business and were on an arm's length basis. There were no materially significant related party transactions made by the Company which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions and subsequent material modifications of the Company and its subsidiaries were placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee obtained for the Related Party Transactions of the Company and its subsidiaries, which were foreseen and repetitive in nature.

A Statement giving details of all related party transactions was placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis.

The Policy on Related Party Transactions as approved by the Board can be accessed on the Company's website at <https://www.unominda.com/uploads/investor/policies/RPT%20policy.pdf>

ANNEXURE-D (Contd.)

ii) Disclosure of Accounting Treatment

The financial statements have been prepared on the accrual basis of accounting in accordance with the Generally Accepted Accounting Principles (GAAP) in India. Indian GAAP comprises mandatory accounting standards as specified under the section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014.

iii) Risk Management

The Management of the Company regularly reviews the risk management strategy of the Company to ensure the effectiveness of risk management policies and procedures.

iv) Remuneration of Directors.

Disclosure of Director's Interest in transactions with the Company.

None of the Non-Executive Director had any pecuniary relationship or transaction with the Company other than receipt of sitting fees. However, some commercial transactions have taken place with entities where Company's directors hold directorship. Such transactions have taken place in the Ordinary Course of Business and on an Arm's Length basis and have been disclosed to the Board of Directors in accordance with the provisions of the Companies Act, 2013 and have been entered in the register of contracts and approved by the Board in accordance with the Section 189 of the Companies Act, 2013. Further, the criteria for making payment to non-executive directors has been disclosed in the Nomination and Remuneration Policy of the Company. The copy of the same is available on the website of the company. at <https://www.unominda.com/uploads/investor/policies/Nomination%20and%20Remuneration-Policy.pdf>.

Remuneration paid to the Executive Director during the FY 2022-23

(₹ in Crores)

Name of the Director	Salary & Allowances	Commission	Rent Free Accommodation & Other Expenses	Contribution to Provident Fund etc.	ESOP Shares	Total
Mr. Nirmal K. Minda Chairman & Managing Director	4.21*	15.00	2.12	0.33	-	21.66
Ms. Paridhi Minda Whole Time Director	0.82	-	-	0.05	-	0.87
#Mr. Ravi Mehra Dy Managing Director	5.14	-	-	0.32	2.88	8.34

*includes ₹1.44 Crore received from Mindarika Private Limited where he is Managing Director also

Mr. Ravi Mehra has been granted 35,250 ESOP under tranche-I under the ESOP Scheme of the Company. The said grant has been vested on 13 June 2022. He has exercised all his option granted to him under Tranche-I. Further he has been granted 1,22,280 ESOP Options under tranche-II, which has not yet been vested. The said options were granted at a price of ₹470 per option.

Details of fixed component and performance linked incentives, along with the performance criteria:

Salary and Allowances are fixed component payable to Managing Director, Dy. Managing Director and Whole-time Director as per terms approved by the Board and Shareholders. Managing Director is eligible to receive commission upto 3% of the net profit computed in accordance with Section 198 of the Companies Act, 2013. Dy. Managing Director is entitled to receive variable pay upto 30% of Gross Salary.

Remuneration policy for Non-Executive Directors

The Non-Executive Independent Directors are paid remuneration by way of sitting fees. No stock options were issued to the Non-Executive Independent Directors during the year.

The sitting fees to Non-Executive Independent director(s) amounting to ₹39.60 Lakhs pertaining to FY 2022-23 is detailed below:

Ms. Pravin Tripathi- ₹6.70 Lakhs, Mr. Krishan Kumar Jalan - ₹10.90 Lakhs, Mr. Rajiv Batra-₹5.65 Lakhs, Mr. Rakesh Batra - ₹9.40 Lakhs, Mr. Satish Balkrishna Borwarankar ₹3.95 Lakhs and Ms. Rashmi Hemant Urdhwareshe ₹3.00 Lakhs.

Mr. Anand Minda, Non-Executive Director has waived off his sitting fee.

ANNEXURE-D (Contd.)

Criteria of making payment to Non-Executive Directors

Non-Executive Directors are paid sitting fees for attending the Meetings of the Board and of Committees of which they are members. They are eligible for commission within regulatory limits, as recommended by the Nomination & Remuneration Committee and approved by the Board. The remuneration payable shall be inclusive of any remuneration payable for services rendered in any other capacity, unless the services rendered are of a professional nature and the Nomination & Remuneration Committee is of the opinion that the Director possesses requisite qualification for the practice of the profession.

Tenure, Notice Period and severance fee

The present tenure of office of Mr. Nirmal Minda, Chairman & Managing Director, is for four years from the date of re-appointment, and can be terminated by either party by giving three months' notice in writing. There is no separate provision of severance fee.

The tenure of office of Mr. Ravi Mehra, Deputy Managing Director, is for three years from the date of appointment, and can be terminated by either party by giving three months' notice in writing. There is no separate provision of severance fee.

The present tenure of Ms. Paridhi Minda, Whole Time Director was completing on 28 March 2024, however she has stepped down from the position of Whole Time Director and Board w.e.f 01 April 2023

Shareholding of Non-Executive Directors

Name of the Director	No. of Shares held as at 31 March 2023
Mr. Anand Kumar Minda	24,13,000
Ms. Pravin Tripathi*	0
Mr. Krishan Kumar Jalan**	NIL
Mr. Rajiv Batra	NIL
Mr. Rakesh Batra	NIL
Mr. Satish Balkrishna Borwarankar	NIL
Ms. Rashmi Hemant Urdhwareshe***	Nil

*ceased to be an Independent Director w.e.f. 06 February 2023.

**ceased to be an Independent Director w.e.f 16 May 2023

***appointed as an Independent Director w.e.f. 25 January 2023.

v) Details of non-compliances by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI, or any other statutory authority on any matter related to capital markets, during the last three years: Nil

During the period 01 October 2018 to 31 December 2018 two designated persons had traded and not disclosed their trades in terms of Regulation 7 of SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") to the Company. SEBI issued show cause notice dated 11 September 2020, on the purported interpretation that the Company & Compliance Officer should have ascertained the trade done by the said designated persons basis weekly benpos and suo-moto disclosed the same. The Company and Compliance Officer without admitting or denying the facts and conclusion drawn by SEBI applied for Settlement in terms of SEBI (Settlement of Administrative and Civil Proceedings) Regulations 2018. The settlement order, dated 13 May 2022, has been passed by an appropriate authority of SEBI on payment of settlement amount of ₹5.47 Lakhs for Company and ₹10.63 Lakhs for Compliance Officer.

There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and hence no penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI, or any other statutory authority.

vi) Insider Trading Code in terms of SEBI (Insider Trading) Regulations, 2015

The Company has adopted an Insider Trading Policy to regulate, monitor and to report the trading by insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

This Policy also includes practices and procedures for fair disclosure of Unpublished Price Sensitive Information, initial and continual disclosure.

The code lays down guidelines, which covers procedures to be followed and disclosures to be made while dealing with shares of the Company and cautioning on consequences of non-compliances. The copy of the same is available on the website of the Company website <https://www.unominda.com/uploads/investor/policies/UML-insider-trading-code.pdf>.

vii) Vigil Mechanism and Whistle Blower Policy

The Company has adopted a Whistle Blower policy and has established the necessary vigil

ANNEXURE-D (Contd.)

mechanism as defined under Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. No person has been denied access to the Chairman of Audit Committee and the Audit Committee. The whistle Blower Policy can be accessed on Company's website <https://www.unominda.com/uploads/investor/policies/WhistleBlower%20Policy.pdf>

viii) Commodity price risk or foreign exchange risk and hedging activities:

The Company has managed the foreign exchange risk and the transactions have been debarred or disqualified hedged to the extent considered necessary. The details of foreign currency exposure are disclosed in Note No. 40 to the Standalone Financial Statements.

ix) Disclosures in relation to the Sexual Harassment of Women at workplace:

a)	No. of Complaints filed during the FY 2022-23:	2
b)	No. of Complaints disposed of during the FY 2022-23:	2
c)	No. of Complaints pending as at the end of the FY 2022-23:	Nil

X) Details of familiarisation programmes imparted to the Independent Directors:

The details of familiarisation programmes imparted to the Independent Directors are available at <https://www.unominda.com/uploads/Investor/2022/familiarization-programs-imparted-to-directors.pdf>

7. CEO / CFO Certification

Chairman & Managing Director (CEO) and Chief Financial Officer (CFO) in terms of SEBI (Listing and Disclosure Requirements) Regulations, 2015, have furnished the requisite certificate to the Board of Directors. The copy of the same is appended as **Annexure-N**.

8. Means of Communication

Quarterly Results

The Company's quarterly results for the FY 2022-23, were published as follows: Economic Times, Navbharat Times,

Sr. No	For the Quarter Ending	Date of Publication	Name of Newspaper Publication (English)	Name of Newspaper Publication (Hindi)
1	31 March 2022	26 May 2022	Hindustan Times	Hindustan Times
2	30 June 2022	09 August 2022	Hindustan Times	Hindustan Times
3	30 September 2022	11 November 2022	Hindustan Times	Hindustan Times
4	31 December 2022	09 February 2022	Economic Times	Navbharat Times

The aforesaid results were also uploaded at Company's website www.unominda.com

The Company has initiated process of sending financial results to shareholders over email.

xi) Certificate from Company Secretary in Practice certifying that none of the Directors are debarred or disqualified as Directors

None of the directors on the Board of the Company have been debarred/disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority. A certificate from a Company Secretary in practice has been attached herewith as **Annexure-M**.

ix) Details of compliance with mandatory requirements

The Company has complied with all the mandatory requirements of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

x) Details of compliance with Non-mandatory requirements

The status of compliance with the non-mandatory requirements of the Listing Regulations is provided below: -

Modified opinion(s) in Audit report:

During the year under review, there was no audit qualification on your Company's financial statements.

Reporting of Internal Auditor:

In accordance with the provisions of Section 138 of the Companies Act, 2013, the Company has appointed an Internal Auditor who reports to the Audit Committee. Internal audit reports are submitted to the Audit Committee which reviews the audit reports and suggests necessary action.

ANNEXURE-D (Contd.)

News Release and Presentations

Official news releases are sent to stock exchanges and simultaneously displayed on Company's website www.unominda.com

Presentations to Investors / Analysts

The presentations on the Company's unaudited quarterly as well as audited annual financial results are made to the investors and financial analysts and simultaneously uploaded on the Company's website www.unominda.com.

Website

The Company's website www.unominda.com contains a separate dedicated section "Investor Relations" which enables stakeholders to be informed and allows them to access information at their convenience. Up-to-date financial results, annual reports, shareholding patterns, official news releases, Notices and other general information about the Company.

Annual Report

The Annual Report containing Standalone Audited Financial Statement, Consolidated Financial Statements, Directors' Report, Corporate Governance Report, Business Responsibility and Sustainability Report, Management and Discussion Analysis Report, Auditors' Report and other important information is circulated to members.

9. Detail of Compliance with the Corporate Governance Requirements specified in Regulations 17 to 27 and Clause (b) to (i) of Sub-Regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure requirements) Regulations 2015.

The Company has complied all the regulations mentioned above.

10. General Shareholders Information

Annual General Meeting

i)	Date	: 20 September 2023
	Time	: 10:30 A.M
	Venue	: Video Conference (VC)/ Other Audio Visual Means (OAVM)

ii) Financial Year 01 April 2022 to 31 March 2023

For the year ended on 31 March 2023, the results were announced on

For quarter ending	Date
30 June 2022	08 August 2022
30 September 2022	10 November 2022
31 December 2022	08 February 2023
31 March 2023 (Audited)	18 May 2023

For the year ended on 31 March 2024, the results will be announced on following tentative dates

For quarter ending	On or before
30 June 2023	14 August 2023
30 September 2023	14 November 2023
31 December 2023	14 February 2024
31 March 2024 (Audited)	30 May 2024

iii) Date of Book closure: NA

iv) Dividend payment date: Expected on or before 19 October 2023

v) Listing on Stock Exchanges

The Company's shares are listed at following stock exchanges:

Name of Exchange	National Stock Exchange of India Limited	BSE Limited
Address	Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai-400 051	Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001

The Company has paid listing fees to both the stock exchanges for FY 2023-24. The securities of the Company have not been suspended from trading during the year.

vi) Stock Code

BSE Limited : 532539

National Stock Exchange of India Limited : UNOMINDA

ANNEXURE-D (Contd.)

vii) Stock Prices during FY 2022-23

The performance of the Company's scrip on BSE and NSE as compared to the SENSEX and NIFTY during the FY 2022-23 are as under: -

Month(s)	SENSEX		UML share price on BSE (Amount in ₹)	
	High	Low	High	Low
Apr 2022	60,845.10	56,009.07	996.20	892.15
May 2022	57,184.21	52,632.48	989.95	769.95
Jun 2022	56,432.65	50,921.22	970.00	836.45
July 2022	57,619.27	52,094.25	982.05	492.75
Aug 2022	60,411.20	57,367.47	581.95	505.50
Sep 2022	60,676.12	56,147.23	604.00	521.45
Oct 2022	60,786.70	56,683.40	578.00	519.65
Nov 2022	63,303.01	60,425.47	571.00	530.70
Dec 2022	63,583.07	59,754.10	566.95	512.95
Jan 2023	61,343.96	58,699.20	551.20	486.10
Feb 2023	61,682.25	58,795.97	540.00	480.40
Mar 2023	60,498.48	57,084.91	514.05	433.00

Month(s)	NIFTY		UML share price on NSE (Amount in ₹)	
	High	Low	High	Low
Apr 2022	18,114.65	16,824.70	996.60	890.65
May 2022	17,132.85	15,735.75	990.00	768.95
Jun 2022	16,793.85	15,183.40	970.65	836.20
July 2022	17,172.80	15,511.05	982.30	494.00
Aug 2022	17,992.20	17,154.80	581.90	505.55
Sep 2022	18,096.15	16,747.70	604.70	526.25
Oct 2022	18,022.80	16,855.55	578.45	520.00
Nov 2022	18,816.05	17,959.20	571.65	530.35
Dec 2022	18,887.60	17,774.25	567.10	512.60
Jan 2023	18,251.95	17,405.55	550.90	486.00
Feb 2023	18,134.75	17,255.20	539.70	480.00
Mar 2023	17,799.95	16,828.35	514.20	435.00

ANNEXURE-D (Contd.)

viii) Registrar and Share Transfer Agent

Link Intime India Private Limited
44, Community Centre, 2nd Floor,
Naraina Industrial Area, Phase-I, Near PVR,
Naraina, New Delhi-28.

The Board of Directors of the Company in its Meeting held on 08 February 2023 appointed Alankit Assignments Limited as Registrar and Share Transfer Agent of the Company for both the forms of Registry viz. Physical as well as Electronic Connectivity in place of Link Intime India Private Limited. The process of shifting is in progress.

Link Intime India Private Limited will however continue to act as the RTA till such time the database and electronic connectivity is shifted to Alankit Assignments Limited.

ix) Share Transfer System

SEBI has mandated that, effective from 01 April 2019, no share can be transferred in physical mode. Hence, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. The Company had sent communication to the shareholders encouraging them to dematerialise their holding in the Company. The communication, inter alia, contained procedure for getting the shares dematerialized shareholders holding shares in physical form are advised to avail the facility of dematerialisation.

During the year, the Company had obtained, on yearly basis, a certificate, from a Company Secretary in Practice, certifying that the Company has not received any request relating to registration of share transfer during FY 2022-23. The Company has also not received request for consolidation, sub-division, renewal, exchange or endorsement as required under Regulation 40(9) of the Listing Regulations and filed a copy of the said certificate with the Stock Exchanges. Trading in equity shares of the Company is permitted only in dematerialised form. Transfer of dematerialised shares is done through the depositories with no involvement of the Company.

x) Distribution Schedule and Shareholding Pattern as on 31st March 2023

Distribution Schedule		
Category (shares)	No. of Shareholders	Shares
Upto 500	1,21,242	70,93,232
501 - 1000	4,070	28,60,964
1001 - 2000	1,982	28,22,057
2001 - 3000	614	15,40,766
3001 - 4000	355	12,20,576
4001 - 5000	196	8,88,544
5001 - 10000	447	31,08,550
10001 and above	756	55,34,79,025
TOTAL	1,29,662	57,30,13,714

Shareholding Pattern		
Category of Shareholders	No. of Shares	% of Total Shares
Promoters and Promoters Group	40,14,31,394	70.06
Clearing Members	38,313	0.01
Other Bodies Corporate	14,67,927	0.26
Hindu Undivided Family	8,54,008	0.15
Mutual Funds	8,98,81,244	15.69
Nationalised Banks	608	0.00
Non Resident Indians	8,69,677	0.15
Non Resident (Non Repatriable)	4,46,615	0.08
Public	3,00,93,963	5.25
Trusts	3,742	0.00
Insurance Companies	71,73,424	1.25
Body Corporate - Limited Liability Partnership	33,121	0.01
Foreign Portfolio Investors (Corporate) – I	3,46,33,484	6.04
NBFCs registered with RBI	35,96,626	0.63
Investor Education And Protection Fund	6,96,423	0.12
Alternate Invst Funds – III	1,24,181	0.02
Directors and their relatives (excluding independent Directors and nominee Directors)	1,45,184	0.03
Key Managerial Personnel	30,000	0.01
Foreign Portfolio Investors (Corporate) – II	14,93,780	0.26
TOTAL	57,30,13,714	100.00

ANNEXURE-D (Contd.)

- xi) Dematerialisation of shares and liquidity as on 31 March 2023: 57,11,51,433 equity shares i.e. 99.68% of shares of the Company are in dematerialized form.
- xii) Credit Ratings: During the year the credit rating of the Company is ICRA AA+(Stable) for long term credit facilities and ICRA A1+ for short term credit facilities
- xiii) Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): NA
- xiv) Details of any recommendations of any committee of the Board (which is mandatorily required) not accepted by the Board: NIL
- xv) Loans and Advances in the nature of loan by the Company and/or its subsidiaries to firms/companies in which directors are interested

Name of the lender	Name of Receiver	Nature of relationship	Type of Loan	Balance as at 31.03.2023 (Amount INR Crores)
MI TORICA INDIA PRIVATE LIMITED	MITIL POLYMER PRIVATE LIMITED	Subsidiary	Rupee Loan for principle business activity	5.00
MINDA KOSEI ALUMINUM WHEEL PRIVATE LIMITED	KOSEI MINDA ALUMINUM COMPANY PRIVATE LIMITED	Fellow Subsidiary	Rupee Loan for principle business activity	65.00

- xvi) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditors and all entities in the network firm/network entity of which the statutory auditor is a part: ₹238.Lakhs
- xvii) Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact of equity:
- Not Applicable. The Company has not issued any Global depository receipt or American depository receipt. There was no convertible instrument as on date.
- xviii) Disclosures with respect to demat suspense account/ unclaimed suspense account
- The listed entity shall disclose the following details in its annual report, as long as there are shares in the demat suspense account or unclaimed suspense account, as applicable:
- a) aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: Nil
- b) aggregate number of shareholders and their shares transferred in the suspense account during the year: Nil
- c) number of shareholders who approached listed entity for transfer of shares from suspense account during the year: Nil
- d) number of shareholders to whom shares were transferred from suspense account during the year: Nil
- e) aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: Nil;
- f) that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: Not Applicable

xix) Plant Location(s)

- Village Nawada Fatehpur, Manesar, District Gurgaon, Gurgaon, Haryana, 122001.
- Village- Naharpur, Kasan Po-Nakhrol Manesar, Haryana-122050
- Plot No Me-1, Sector 2a, IMT Manesar, Gurgaon, Haryana 122050, Gurgaon
- Plot No-191, Sector-8, IMT Manesar Gurugram
- Village Nawada Fatehpur, Po Sikanderpur Badda, Manesar, Gurgaon, Haryana- 122004
- HSI IDC Sec-16, Plot No. 12 & 13 – Bahadurgarh Haryana Jhajjar- 124507
- HSI IDC Sec-16, Plot No. 8- Bahadurgarh Haryana Jhajjar- 124507
- 34-35 Km, Mile Stone Gt Road, Village Rasoi Sonipat Haryana
- 19/15/2/1, 15/2/2, Khsara No.18/11/1, 411/2, 12, 13, 14, 15, Village Hasamabad, Sector-29, Pin Code 131021
- Plot No. 147, Udyog Kendra, Extn 1 Greater Noida, Gautam Budh Nagar, Greater Noida, Gautam Buddha Nagar, Uttar Pradesh, Pin-201306.

ANNEXURE-D (Contd.)

- Risk Location-323, Phase-II, Setor-3, Industrial Growth Centre, Bawal, Rewari, Haryana - 123501
 - Plot No 11, Sector 10, SIDCUL, Pant Nagar, Rudrapur, Uttarakand - 263153, Udham Singh Nagar, Uttarakhand-263153
 - Plot No.5a, Sector -10, Industrial Area Pant Nagar Udham Singh Nagar, Uttaranchal, Pincode - 263145
 - Plot No.5, Sector-10, Udham Singh Nagar, Rudrapur, Uttrakhand-263154
 - 39/2, Gram Sonwai, Near Station, Rau-Pithampur Road, Mhow (M.P), Indore, Madhya Pradesh-453441
 - Plot No 07 & 08 Block 334 335, SMG Vendor Park, Village Hansalpur Becharaji Tauka, Mandal, Ahmedabad Gujarat-382130
 - Plot No E-1 Apdhup, Addl Supa Parner Ind. Area, Ahmednagar-414301
 - Plot No.3, Bhagapura Industrial Area, Taluka Detroj Ahmedabad, Pin Code : 382140
 - B-6, MIDC Chakan, Mahalunge, Pune, Maharashtra - 410501
 - B 1/4, Chakan Industrial Area, Nighoje, Chakan, Maharashtra 410501,
 - Office Unit No. 202, 2nd Floor, ICC Devi Gaurav Tech Park Plot No.-B, Pimpari Waghire Maharashtra- 411018
 - Plot No A-2, Midc Industrial Area Ranjangaon, Shirur, Pune, Maharashtra-412210
 - Pune Unit Located At Kharabwadi, Chakan Pune Maharashtra - 411001 India
 - Gat No 148 Mhalunge Ingale Chakan Talegaon Road Chakan, Pune, Maharashtra-410501
 - Unit No. 513-516, 5th Floor, Jmd Megapolis, Sohna Road, Gurgaon, Gurgaon, Haryana, 122018
 - Plot No. B-1/5, MIDC. Industrial Area, Chakan, Pune-410501
 - First Floor, Gat No 427/10 427/5, Village Mahalunge, Tel Khed, Chakan Talegaon Road, Chakan-410501, Pune, Maharashtra
 - Plot No.B5 (Portion A), MIDC. Industrial Area, Waluj, Aurangabad, Maharashtra-431136
 - Upparpally Village, Mathagondapally, Thally Road, Krishanagiri, Hosur, Tamilnadu-635114
 - Survey No.209/2ai, Upparapalli Village, Hosur-Thally Road, Mathagondapalli Post, Denkanikottai Taluka, Krishnagiri
 - Survey 209, Upparpally, Mathagondapally, Thally Road, Hosur, Krshnagiri, Tamil Nadu -635114
 - Belagondapalli Village, Denkanikotta Taluk, Hosur Road, Hosur -635114, Krishnagiri, Tamil Nadu-635114
 - Upparpally Village, Mathagondapally, Thally Road, Krishanagiri, Hosur, Tamilnadu-635114
 - Survey No: 29, 30, 31, Vellanthangal Village, No.55, Irungattukottai, Sriperumpudur, Chennai, Tamil Nadu-6000
 - Plot No. B3, R&N Supplier Park, Phasae-II, Sipcot Industrial Park, Pillaipakkam, Sriperumbudur, Kancheepuram Dt, Tamil Nadu
 - 1g/1a, Hootagalli Industrial, Area, Mysuru, Mysore, Karnataka, Hutagalli (Ct), Mysore, Mysore, Belavadi S.O, 570018, Karnataka, India
 - Plot No-B3, R & D Supplier Park, Phase-II, Sipcot Industrial Park, Pillaipakkam, Sriperumbudhur, Kancheepuram, Chennai. - 602105
 - Plot No 1717, Grace Complex Zone-1b Loyola Bed Collage, Birsanagar East Singhbhum, East Singhbhum, Jharkhand
 - Deccan Logistics Pvt Ltd, Randiyaraja Puram, Nellakottai Taluk, Dindigul Dindigul State-Tamil Nadu Pin-624201
- xx) Address for Correspondence:**
 Uno Minda Limited
 (formerly known as Minda Industries Limited)
 Regd. Off.: B-64/1, Wazirpur Industrial Area, Delhi - 110 052.
 (Tel) - 011-49373931, 0124-2291604
 (Fax) - 0124-2290676
 E-mail: investor@unominda.com;
 csmil@unominda.com

ANNEXURE-E

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
The Members
Uno Minda Limited
(Formerly Known as Minda Industries Limited)
B-64/1 Wazirpur, Industrial Area Delhi 110052

We have examined all relevant records of **Uno Minda Limited** (*formerly known as Minda Industries Limited*) ("**the Company**") for the purpose of certifying of all the conditions of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended 31 March 2023.

We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

On the basis of our examination of the records produced explanations and information furnished, we certify that the Company has complied with the conditions of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For Chandrasekaran Associates

Company Secretaries
FRN: P1988DE002500
Peer Review Certificate No: 1428/2021

Shashikant Tiwari

Partner
Membership No. F11919
Certificate of Practice No. 13050
UDIN: F011919E000318522

Date: 18 May 2023
Place: Delhi

ANNEXURE-F

Details Pertaining to Remuneration as Required Under Section 197(12) of the Companies Act, 2013 Read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i) The percentage increase in remuneration of each Executive Director, Chief Financial Officer and Company Secretary during FY 2022-23, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for FY 2022-23:

Sl. No.	Name of Director/ KMP and Designation	% increase in Remuneration in the FY 2022-23	Ratio of remuneration of each Director/ to median remuneration of employees
1	Mr. Nirmal K Minda Chairman and Managing Director	25	722.09:1
2	Mr. Ravi Mehra Dy. Managing Director	10	278.05:1
3	Ms. Paridhi Minda Whole-time Director	15	29.05:1
4	Mr. Sunil Bohra Group CFO	10	238.58:1
5	Mr. Tarun Kr. Srivastava Company Secretary	13	15.38:1

Note: The Remuneration of Directors is disclosed in the Corporate Governance Report forming part of the Annual Report.

- ii) In the financial year, there was 10% increase in the median remuneration of employees. The median remuneration was ₹0.03 Crores.
- iii) There were 6,859 permanent employees on the rolls of Company as on 31 March 2023.
- iv) Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. FY 2022-23 was 10% whereas the increase in the managerial remuneration for the same financial year was 14.6% and increase considering commission to Managing Director and ESOP perquisites of Mr. Ravi Mehra and Mr. Sunil Bohra was 47%.
- v) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

For Uno Minda Limited
(Formerly known as Minda Industries Limited)

Nirmal K Minda
Chairman & Managing Director
DIN: 00014942

Place: Gurugram
Date: 18 May 2023

ANNEXURE-G

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
For The Financial Year Ended 31 March 2023

To,
The Members

UNO MINDA LIMITED
(Formerly known as Minda Industries Limited)
B-64/1 Wazirpur, Industrial Area Delhi 110052

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by **Uno Minda Limited** (formerly known as *Minda Industries Limited*) (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31 March 2023 ('**Audit Period**') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2023 ("**Period under review**") according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent applicable;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 to the extent applicable;
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 to the extent applicable;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (**Not applicable to the Company during the Audit Period**)
- (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; (**Not applicable to the Company during the Audit Period**)
- (vi) The management of the Company have confirmed that there is no sector specific law applicable to the Company.

We have also examined compliance with the applicable clauses/Regulations of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs;
- ii) Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, ("**Listing Regulations**")

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except as mentioned below:

- (a) There was some delay in transfer of amount and share to Investor Education and Protection Fund w.r.t unpaid dividend remains unpaid or unclaimed for a period of seven years. Further, the management of the Company had confirmed that said delay was made due to some extra time taken in procedural activities.

ANNEXURE-G (Contd.)

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes, in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance except in cases where meetings were convened at a shorter notice. The Company has complied with the provisions of Act for convening meeting at the shorter notice. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, following major events have happened in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

- i. The Company had entered into Scheme of Arrangement amongst Harita Fehrer Limited ("**Transferor Company**"), Minda Storage Batteries Private Limited ("**Demerged Company**") Wholly Owned Subsidiaries of the Company and UNO Minda Limited (**formerly Minda Industries Limited**) ("**Transferee Company/ Resulting Company**") and their respective shareholders and creditors.
- ii. The Nomination and Remuneration Committee of Company had allotted 15,16,831 (Fifteen Lakhs Sixteen Thousand Eight Hundred Thirty One) equity shares of ₹2/- (Indian Rupees Two) each pursuant to exercise of equivalent number of Employee Stock Options under Employee Stock Option Scheme, 2019.
- iii. The Company had declared the fully paid-up Bonus Shares to the holders of the existing Equity Shares of ₹2/- (Indian Rupees Two) each of the Company, in the proportion of 1 (One) New Equity Share for every 1 (One) existing Equity Share held by such shareholders and shall rank pari-passu in all respects with and carry the same rights as the existing Equity Shares.

Considering the above said allotments and issue of bonus shares, issued and paid-up capital of the Company

stands increased to 57,30,13,714 shares of ₹2/- (Indian Rupees Two) each.

- iv. The shareholders of the Company had approved the alteration in the Memorandum of Association of the Company.
- v. The shareholders of the Company had approved the raising of funds of upto ₹1000 crores (Indian Rupees One Thousand Crores) only through issue of debt securities in one or more tranches.
- vi. The Company has redeemed outstanding 9,660 Non-Convertible Redeemable Preference Shares "NCRPS" issued as per terms of Scheme of Amalgamation of Harita Limited (**Transferor Company 1**), Harita Venu Private Limited (**Transferor Company 2**), Harita Cheema Private Limited (**Transferor Company 3**), Harita Financial Services Limited (**Transferor Company 4**) and Harita Seating Systems Limited (**Transferor Company 5**) with Uno Minda Limited (formerly known as Minda Industries Limited) ("**Transferee Company**") to those shareholders of Transferor Companies who had opted for NCRPS.
- vii. The Board had approved the Scheme of Amalgamation of Kosei Minda Aluminum Company Private Limited, Kosei Minda Mould Private Limited and Minda Kosei Aluminum Wheel Private Limited ("**Transferor Companies**") with UNO Minda Limited (*formerly known as Minda Industries Limited*) ("**Company**").
- viii. The Company had acquired / divested the investments into following Companies resulting in becoming or ceases as Subsidiary Company, Wholly Owned Subsidiary and Associates Company:
 - (a) Acquisition of stake from Kosei International Trade and Investment Company Limited and Minda Investments Limited, held by them in Minda Kosei Aluminum Wheel Private Limited ("**Target Company**") with the said acquisition the target Company become a Wholly Owned Subsidiary of the Company.
 - (b) Acquisition of 50.10% stake by formation joint venture of the Company and Buehler Motor GmbH ("**BUEHLER**") under the name and style of "Uno Minda Buehler Motor Private Limited"
 - (c) Acquisition of 51% stake by formation joint venture of the Company and TACHI-S Co. Limited under the name and style of " UNO Minda Tachi-S Seating Private Limited"
 - (d) Formation/Incorporation of Wholly owned subsidiary under the name and style of "UNO Minda Auto Technologies Private Limited".

ANNEXURE-G (Contd.)

- (e) Incorporation of a wholly owned step-down subsidiary (WOS) in the name of UNO MINDA AUTO SPARE PARTS AND COMPONENTS TRADING L.L.C. in Mainland Dubai. The said WOS is a 100% subsidiary of SAM Global Pte. Ltd., which is a wholly owned subsidiary of the Company situated in Singapore.
- (f) The Board of Directors approved to sale entire stake held in Minda Nexgentech Limited ("MNGTL") to Pioneer Finest Limited. After completion of above disinvestment, MNGTL shall cease to be Associate Company of the Company.

For **Chandrasekaran Associates**

Company Secretaries

FRN: P1988DE002500

Peer Review Certificate No.:- 1428/2021

Shashikant Tiwari

Partner

Membership No. F11919

Certificate of Practice No. 13050

UDIN: F011919E000318412

Place: New Delhi

Date: 17 May 2023

Notes:

- (i) This report is to be read with our letter of even date which is annexed as **Annexure-A** to this Report and forms an integral part of this report.
- (ii) We conducted the secretarial audit by examining records including Minutes, Documents, Registers and other records etc., and some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are the true and correct.
- (iii) This Report is limited to the Statutory Compliances on laws/ regulations / guidelines listed in our report which have been complied by the Company up to the date of this Report pertaining to financial year ended March' 2023.

ANNEXURE-G (Contd.)

ANNEXURE-A

To,
The Members
UNO Minda Limited
(Formerly known as Minda Industries Limited)
B-64/1 Wazirpur, Industrial Area Delhi 110052

Our Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Chandrasekaran Associates**
Company Secretaries
FRN: P1988DE002500
Peer Review Certificate No.:- 1428/2021

Shashikant Tiwari

Partner
Membership No. F11919
Certificate of Practice No. 13050
UDIN: F011919E000318412

Place: New Delhi
Date: 17 May 2023

ANNEXURE-H

FORM NO MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year Ended on 31 March 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Board of Directors

MINDARIKA PRIVATE LIMITED

B-64/1, Wazirpur Industrial Area,

Delhi-110052

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by MINDARIKA PRIVATE LIMITED, CIN: U74899DL1995PTC073692 (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31 March 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:-

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31 March 2023 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; Not applicable
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-Not applicable
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; Not applicable
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; *Not applicable

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not applicable
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not applicable
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not applicable
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; Not applicable
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and Not applicable
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not applicable

* The Company being a 'material subsidiary' of Uno Minda Limited (formerly known as Minda Industries Limited ("UML") as defined in Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, certain employees of the Company have been categorised as Designated Persons and are covered by UML's Code of Conduct framed under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, of UML.

- vi. The Memorandum and Articles of Association.

We have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards etc., mentioned above.

We further report that compliance of applicable laws (other than as stated above) including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

ANNEXURE-H (Contd.)

We further report that the Company has, in our opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act and the Memorandum and Articles of Association of the Company, with regard to:

- I. Maintenance of various statutory registers and documents and making necessary entries therein;
- II. Closure of the Register of Members.
- III. Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- IV. Service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- V. Notice of Board meetings of Directors and Shareholders and various Committees established under Companies Act, 2013 and voluntarily.
- VI. The meetings of Board of Directors, Shareholders and Committees.
- VII. Minutes of proceedings of General Meetings and of the Board and Committees.
- VIII. Approvals of the Members, the Board of Directors, Committee and the Government authorities, wherever required;
- IX. Constitution of the Committee, Board of Directors appointment including the Managing Director.
- X. Payment of remuneration to Managing Director.
- XI. Appointment and remuneration of Statutory Auditors;
- XII. Borrowings and registration, modification and satisfaction of charges wherever applicable;
- XIII. Contracts, common seal, registered office and publication of name of the Company; and Generally, all other applicable provisions of the Act and the Rules made under the Act.

I further report that:

- a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-

Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- b. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c. The Company has obtained all necessary approvals under the various provisions of the Act; and there was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act and Rules, Regulations and Guidelines framed under this Act against / on the Company, its Directors and Officers.
- d. The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;
- e. The Company has complied with the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made under that Act to the extent applicable.
- f. Adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines are present.

For **Deepak Goel & Associates**

(Company Secretaries)

FRN No. S2013HR213300

Peer Review Firm 3063/2023

CS Deepak Goel

M.NO: 29311

COP No. 12018

UDIN: A029311E000232371

Place: New Delhi

Date: 01.05.2023

ANNEXURE-I

FORM NO MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year Ended on 31 March 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Board of Directors

MINDA KOSEI ALUMINUM WHEEL PRIVATE LIMITED

B-64/1, Wazirpur Industrial Area,
Delhi-110052

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by MINDA KOSEI ALUMINUM WHEEL PRIVATE LIMITED, CIN: U29130DL2015PTC278233 (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts /statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31 March 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:-

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31 March 2023 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; Not applicable
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-Not applicable
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; Not applicable

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;*
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not applicable
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not applicable
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not applicable
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; Not applicable
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and Not applicable
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not applicable

* The Company being a 'material subsidiary' of Uno Minda Limited (Formerly known as Minda Industries Limited ("UML") as defined in Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, certain employees of the Company have been categorised as Designated Persons and are covered by UML's Code of Conduct framed under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, of UML.

- vi. The Memorandum and Articles of Association.

We have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India:

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards etc., mentioned above.

We further report that compliance of applicable laws (other than as stated above) including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

ANNEXURE-I (Contd.)

We further report that the Company has, in our opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act and the Memorandum and Articles of Association of the Company, with regard to:

- I. Maintenance of various statutory registers and documents and making necessary entries therein;
- II. Closure of the Register of Members.
- III. Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- IV. Service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- V. Notice of Board meetings of Directors and Shareholders and various Committees established under Companies Act, 2013 and voluntarily.
- VI. The meetings of Board of Directors, Shareholders and Committees.
- VII. Minutes of proceedings of General Meetings and of the Board and Committees.
- VIII. Approvals of the Members, the Board of Directors, Committee and the Government authorities, wherever required;
- IX. Constitution of the Committee, Board of Directors appointment including the Managing Director.
- X. Payment of remuneration to Managing Director.
- XI. Appointment and remuneration of Statutory Auditors;
- XII. Borrowings and registration, modification and satisfaction of charges wherever applicable;
- XIII. Contracts, common seal, registered office and publication of name of the Company; and Generally, all other applicable provisions of the Act and the Rules made under the Act.

I further report that:

- a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. The changes in the composition of

the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- b. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance other than those meetings which were held on shorter notice in compliance with the provisions of the Act read with Secretarial Standard-1, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c. The Company has obtained all necessary approvals under the various provisions of the Act; and there was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act and Rules, Regulations and Guidelines framed under this Act against / on the Company, its Directors and Officers.
- d. The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;
- e. The Company has complied with the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made under that Act to the extent applicable.
- f. Adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines are present.

For **Deepak Goel & Associates**
(Company Secretaries)
FRN No. S2013HR213300
Peer Review Firm 3063/2023

CS Deepak Goel

M.NO: 29311

COP No. 12018

UDIN: A029311E000170573

Place: New Delhi

Date: 22 April 2023