

Ref. No. Z-IV/R-39/D-2/NSE/207 & 174

Date : 02/08/2024

<b>National Stock Exchange of India Ltd.</b> Listing Deptt., Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051	<b>BSE Ltd.</b> Regd. Office: Floor - 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001.
NSE Scrip: UNOMINDA	BSE Scrip: UNOMINDA; 532539

**Sub:- Submission of the integrated Annual Report for the Financial Year 2023-24 alongwith Notice convening the 32nd Annual General Meeting of the Company**

Dear Sir(s),

Pursuant to Regulation 30, 34, 50 and Regulation 53 of the of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **we are enclosing herewith the following: -**

- 1) **The integrated Annual Report of the Company** for the Financial Year 2023-24 and
- 2) **Notice convening 32<sup>nd</sup> Annual General Meeting** of the Company, scheduled to be held on Tuesday, 27 August, 2024 at 10.30 a.m. (IST) through Video Conference (VC) / Other Audio-Visual Means (OAVM)

The integrated Annual Report for the Financial Year 2023-24 and the Notice of the 32nd Annual General Meeting are also available on Company's website [www.unominda.com](http://www.unominda.com).

This is for your information and records please.

Thanking you.

Yours faithfully,

**For Uno Minda Limited**



**Tarun Kumar Srivastava**

**Company Secretary & Compliance Officer**



Encl: As above.



# NOTICE

## Uno Minda Limited (Formerly Known as Minda Industries Limited)

(CIN: L74899DL1992PLC050333)

Registered Office: B-64/1, Wazirpur Industrial Area, Delhi-110052

Website: [www.unominda.com](http://www.unominda.com) • E-mail: [csmil@unominda.com](mailto:csmil@unominda.com)

Tel.: +91 11 49373931 Fax: +91 124 2290676/95

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting ('AGM') of Uno Minda Limited, (formerly known as Minda Industries Limited) ('the Company') will be held on Tuesday, 27 August 2024 at 10:30 AM through Video Conference ('VC')/ Other Audio Visual Means ('OAVM'), to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended on 31 March 2024 and the Reports of Board of Directors and Auditors thereon.
2. To declare final dividend of ₹ 1.35/- per equity share and to approve an interim dividend of ₹ 0.65 per equity share (already paid) for the financial year ended 31 March 2024.
3. To appoint a Director in place of Mr. Anand Kumar Minda (00007964), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Vivek Jindal (01074542), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESSES:

#### 5. TO RATIFY THE REMUNERATION OF M/S. JITENDER NAVNEET & CO., COST ACCOUNTANTS, THE COST AUDITORS OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Jitender Navneet & Co., Cost Accountants (Firm Registration No.:000119), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for FY 2024-25, be paid the remuneration of ₹ 7.35 Lakhs (Rupees Seven Lakhs Thirty-Five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to finalise

fees for new units which will be added due to ongoing merger(s) and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### 6. TO APPROVE THE RAISING OF FUNDS OF UPTO RUPEES 2,000 CRORES THROUGH ISSUE OF SECURITIES IN ONE OR MORE TRANCHES

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62, 71, 180 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), the relevant provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Prevention of Insider Trading) Regulations 2015, Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations 2003, Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeover) Regulations 2011, Framework for issue of Depository Receipts dated 10 October 2019 issued by the Securities and Exchange Board of India, and the provisions of the Foreign Exchange Management Act, 1999, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Foreign Exchange Management (Debt Instruments) Regulations, 2019, ("FEMA") as amended from time to time and such other statutes, notifications, clarifications, circulars, rules and regulations as may be applicable and relevant, as amended from time to time, issued by the Government of India ("GOI"), Ministry of Finance (Department of Economic Affairs) ("MoF"), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the stock exchanges where the equity shares of the Company are listed ("Stock Exchanges")

and/or any other regulatory/statutory/appropriate authorities, institutions or bodies, as may be applicable and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, of the GOI, RBI, MoF, SEBI, Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, which may be agreed/accepted to by the Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include any committee thereof, constituted or to be constituted to exercise its powers) enabling approval of the members be and is hereby accorded to the Board of Directors of the Company for making one or more offer(s) or invitation(s) or to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, either in India or in the course of international offering(s) in one or more foreign markets, such number of Equity Shares, foreign currency convertible bonds ("FCCBs"), other financial instruments convertible into Equity Shares (including warrants or otherwise, in registered or bearer form), any security convertible into Equity Shares with or without voting/special rights, securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares, including the issue and allotment of Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities or any secured or unsecured Bonds/Non-Convertible Debentures (NCDs)/other permissible Debt Securities on private placement basis in one or more tranches, during a period of one year from the date of passing of Special Resolution, for a sum not exceeding ₹ 2,000 Crores (Rupees Two Thousand Crores Only) (which sum shall exclude aggregate value of Debt securities or instruments raised pursuant authority granted by members of the Company under Section 180(1)(c) of the Companies Act, 2013), or equivalent thereof in one or more foreign currency and/or Indian rupees, inclusive of such premium as may be fixed on such Securities by offering the Securities in one or more countries through public issue(s) of prospectus, private placement(s), follow on offer or a combination thereof at such time or times, at such price or prices, at a discount or premium to market price or prices in such manner and on such terms

and conditions including security, rate of interest, etc., whether Indian rupee denominated or denominated in foreign currency, such number of securities to Domestic / Foreign Investors / Institutional Investors/Foreign Institutional Investors, Non-resident Indians, Indian public, Individuals, Companies / Corporate Bodies (whether incorporated in India or abroad), Mutual Funds, Banks, Insurance Companies, Pension Funds, Venture Capital Funds, Financial Institutions, Trusts, Qualified Institutional Buyers, whether existing shareholders of the Company or not, through a public issue and/or on a private placement basis and/or qualified institutional placement, and /or preferential issue and/or other kind of public issue and /or private placement or through a combination of the foregoing, as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment may be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) either in foreign currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate, from time to time.

**RESOLVED FURTHER THAT** if any issue of Securities is made by way of a Qualified Institutions Placement ("QIP") in terms of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities, as may be decided by the Board, shall be completed within 365 days from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such price being not less than the price determined in accordance with the pricing formula provided under SEBI ICDR Regulations as may be amended from time to time and the Eligible Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognised stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Board may, at its sole discretion, offer a discount of not more than five percent (or such other percentage as permissible under applicable law) on the price so calculated for the QIP, as permitted under SEBI Regulations and further, subject to the provisions of applicable laws, price determined for

the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI Regulations, if required.

**RESOLVED FURTHER THAT** the relevant date for the determination of applicable price for the issue of any other Securities, in terms of the preceding regulation shall be as per the regulations/guidelines prescribed by SEBI, Ministry of Finance, RBI, GOI through its various departments, or any other regulator and subject to and in compliance with the applicable rules and regulations.

**RESOLVED FURTHER THAT** the Equity Shares so issued by the Company pursuant to the QIP shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects except that the Investors who are allotted Equity Shares in the Issue will be entitled to participate in dividends, if any, declared by the Company after the allotment of Equity Shares in the QIP offering in compliance with the Companies Act, 2013, the equity listing agreement and other applicable laws and regulations.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

**RESOLVED FURTHER THAT** the Securities to be issued by any whatsoever manner shall be listed with the Stock Exchanges, where the existing Equity Shares of the Company are listed.

**RESOLVED FURTHER THAT** the issue to the holders of any Securities with underlying Equity Shares shall be, inter alia, subject to the following terms and conditions:-

**A.** in the event of the Company making a bonus issue by way of capitalisation of its profits or reserves, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time, shall stand augmented in the same proportion in which

the Equity Share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;

- B.** in the event of the Company making a rights offer by issue of Equity Shares, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time may be increased in the same proportion as that of the rights offer and such additional Equity Shares may be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders if so determined by the Board in its absolute discretion; and
- C.** in the event of merger, amalgamation, takeover or any other re-organisation or restructuring or any such corporate action, the number of shares, the price and the time period as aforesaid shall be suitably adjusted.
- D.** in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board (or committee appointed by it thereof) be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to finalisation and approval for the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest, redemption period, listings on one or more national and/or overseas stock exchanges, execution of various transaction documents, creation of mortgage/ charge in accordance with Section 180(1)(a) of the Companies Act, 2013, in respect of any Securities, as may be required, either on pari-passu basis or otherwise, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilisation of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** in case of debt securities, the amount of such issue shall not exceed the overall borrowing limits of the Company, as approved by the Members, from time to time and the aggregate amount, so raised through issue of Debt securities shall not form part of the limit of ₹ 2,000 Crores (Rupees Two Thousand Crores Only) approved vide instant resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to engage/appoint the Lead Managers, Legal Advisors, Underwriters, Guarantors, Depositories, Custodians, Registrars, Stabilising Agent, Trustees, Bankers, Advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such Securities on one or more national and/or international stock exchange(s).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do such acts, deeds and matters as may be necessary and also to delegate all or any of

the powers conferred on it by or under this Resolution to any committee of the Board or to any Director of the Company, any other officer(s) or employee(s) of the Company or any professional as it may consider appropriate in order to give effect to this Resolution.”

**7. TO APPOINT AUDITOR FOR THE BRANCH OFFICE OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 143(8) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Rules framed thereunder, the Board be and is hereby authorised to appoint from time to time Branch Auditors for any Branch office of the Company, whether existing or which may be opened / acquired hereafter outside India, based on the recommendation of the Audit Committee, in consultation with the Company’s Auditors or any person(s) qualified to act as Branch Auditor within the meaning of section 143(8) of the Companies Act, 2013 and to fix their remuneration.”

By Order of the Board  
For **Uno Minda Limited**  
(Formerly known as Minda Industries Limited)

Place: Gurugram  
Date: 23 May 2024

**Tarun Kumar Srivastava**  
Company Secretary & Compliance Officer

## NOTES

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ("the Act") in respect of the Businesses to be transacted at Item No. 5 to Item No. 7 above and relevant details of the Directors as mentioned under Item No. 3 and Item No. 4 above as required under Regulation 36(3) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and as required under Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are annexed hereto.
2. In accordance with the provisions of the Act read with rules made thereunder and General Circular No. 09/2023 dated 25 September 2023 read with General Circular No. 20/2020 dated 05 May 2020, General Circular No. 14/2020 dated 08 April 2020, General Circular No. 17/2020 dated 13 April 2020, and other applicable circulars issued by Ministry of Corporate Affairs ("MCA") and Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July 2023 read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07 October 2023 and Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated 06 October 2023 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI) (MCA Circulars and SEBI Circulars are collectively referred to as "Circulars"), the Companies are permitted to send the Notice of 32<sup>nd</sup> AGM along with Integrated Annual Report only through electronic mode to those Members whose e-mail addresses were registered with the Company / Depositories as well as to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) upto 30 September 2024, without the physical presence of members at a common venue. Therefore, in accordance with, the said Circulars and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 32<sup>nd</sup> AGM of the Company is being held through VC / OAVM. National Securities Depository Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/ OAVM and instructions for e-voting are explained at Note No. 37 below and is also available on the website of the Company at [www.unominda.com](http://www.unominda.com)
3. As the AGM is being held through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. The final dividend of ₹ 1.35 per equity share, i.e @67.50% on share capital, for the financial year 2023-24, as recommended by the Board of Directors, if declared at the AGM, will be paid within a period of 30 days from the date of declaration, to the members whose names appear:
  - a) As beneficial owners of the shares as per list to be furnished by the depositories in respect of the shares held in demat form on the closing hours of the business on Friday, 07 June 2024 ("Record Date").
  - b) As members on the register of members of the Company as on Friday, 07 June 2024 ("Record Date").
5. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board / Authority Letter, authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at [investor@unominda.com](mailto:investor@unominda.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [rupesh@cacsindia.com](mailto:rupesh@cacsindia.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" option displayed under "e-Voting" tab in their login.
6. Pursuant to Section 124(5) of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto, any amount of dividend transferred to the Unpaid Dividend Account of the Company which remains Unpaid or Unclaimed for a period of 7 (Seven) years from the date of such transfer to the Unpaid Dividend Account shall be transferred by the Company to the Investor Education and Protection Fund established by the Central Government.

During FY 2023-24, the Company had transferred the unclaimed dividend on the Equity Shares for FY 2015-16 and interim dividend for FY 2016-17 declared by erstwhile Harita Seating Systems Ltd. (now merged with Uno Minda Limited) to the Investor Education and Protection Fund established by the Central Government.

Further pursuant to Section 124(6) of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for 7 (Seven) consecutive years or more are required to be transferred to Demat Account of IEPF Authority. Consequently, the Company has transferred eligible equity shares during the financial year 2023-24 to Demat Account of IEPF Authority.

Members desiring to claim dividends, which remained unclaimed or the shares transferred to IEPF Authority are requested to correspond with the Company Secretary at the Company's registered office or with M/s Alankit Assignments Ltd, Registrar & Transfer Agent of the Company.

7. Members holding shares in physical mode are requested to take the benefits of dematerialisation of their shares by approaching to any of the Depository Participants. Members may note that as per Regulation 40 of the Listing Regulations, as amended, securities of listed Companies can only be transferred in demat form with effect from 01 April 2019. SEBI vide its notification dated 24 January 2022 further notified that transmission or transposition of securities held in physical or dematerialised form shall be affected only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding into demat form. Members may contact the Company or the Registrar & Transfer Agent (RTA) for assistance in this regard.
8. The Registrar & Transfer Agent for dematerialisation of shares is M/s. Alankit Assignments Limited, 4E/2 Jhandewalan Extension New Delhi -110 055. Interested members may send request for dematerialisation of shares through Depository Participant to M/s. Alankit Assignments Limited at its given address.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form may submit their PAN and address proof with KYC forms to the Company/ Registrars and Transfer Agent in Form ISR-1, ISR-2, ISR-3 & SH-13.

**M/s. Alankit Assignments Limited,** Address: 4E/2 Jhandewalan Extension New Delhi -110 055

10. All documents referred to in the accompanying Notice and the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection by shareholders through electronic mode on all working days from the date of dispatch of Notice up to the conclusion of the AGM. Shareholders seeking to inspect such documents can send an email to [investor@unominda.com](mailto:investor@unominda.com).
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170

of the Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act and the Certificate from the Secretarial Auditors in respect of the UnoMinda Employee Stock Option Scheme 2019 prescribed under Regulation 13 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available for inspection by the shareholders during the AGM through electronic mode at company's website at [www.unominda.com](http://www.unominda.com).

12. Pursuant to Section 72 of the Companies Act, 2013, read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, members holding shares in electronic/demat form may file nomination in the prescribed Form SH-13 (in duplicate) with the respective Depository Participant and in respect of shares held in physical form, the nomination form may be filed with the Company's Registrar and Transfer Agent. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3.

#### **ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:**

13. In compliance with the Circulars, Notice of the 32<sup>nd</sup> AGM along with the Integrated Annual Report for the financial year 2023-24 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depository Participants ("DPs").
14. In case any Member is desirous of obtaining physical copy of the Integrated Annual Report for the financial year 2023-24 and Notice of the 32<sup>nd</sup> AGM of the Company, he/she/they may send a request to the Company by writing email at [investor@unominda.com](mailto:investor@unominda.com) or Alankit Assignments Ltd., Company's Registrar and Share Transfer Agent ("RTA") at [virenders@alankit.com](mailto:virenders@alankit.com) mentioning their DP ID and Client ID/folio no.
15. Members may also note that the Notice of the 32<sup>nd</sup> AGM and the Integrated Annual Report for FY 2023-24 will also be available on the Company's website [www.unominda.com](http://www.unominda.com) and on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) for download.
16. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [investor@unominda.com](mailto:investor@unominda.com)



/ RTA email id [virenders@alankit.com](mailto:virenders@alankit.com) or in their web site <http://mailupd.alankit.com/Home/> along with the copy of the signed request letter mentioning the Folio Number, name and address of the Member, scan copy of share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Members may write to [investor@unominda.com](mailto:investor@unominda.com)

#### **PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM:**

17. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned for **Access to NSDL e-Voting system**. After successful login, you can see link of **"VC/OAVM link"** placed under **"Join General Meeting"** menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.

Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

18. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
19. Members are encouraged to join the Meeting through Laptops for better experience.
20. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

21. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
22. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

23. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned for remote e-voting.
24. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
25. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
26. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.





#### **PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:**

27. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at [investor@unominda.com](mailto:investor@unominda.com) Questions/ queries received by the Company till 5.00 p.m. on Tuesday, 20 August 2024 shall only be considered and responded during the AGM.
28. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at [investor@unominda.com](mailto:investor@unominda.com). Those shareholders who have registered themselves as a speaker till 5.00 p.m. on Tuesday, 20 August 2024 will only be allowed to express their views/ask questions during the Meeting.
29. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.



### VOTING THROUGH ELECTRONIC MEANS:

30. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard-2 on General Meeting and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote at the 32<sup>nd</sup> AGM by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
31. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
32. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on record date (cut-off date) i.e. Tuesday, 20 August 2024 are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
33. The remote e-voting period commences on Friday, 23 August 2024 (09.00 A.M.) and ends on Monday, 26 August 2024 (05.00 P.M.). During this period, members of the Company, holding shares either in physical form or in dematerialised form, as on cut-off date of 20 August 2024 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>. Once the vote on resolution is cast by the member, the member shall not be allowed to change it subsequently.
34. Mr. Rupesh Agarwal, Managing Partner (ACS No. 16302, CP No. 5673), failing him, Mr. Shashikant Tiwari, Partner (FCS No. 11919, CP No. 13050) of M/s. Chandrasekaran Associates, Company Secretaries, New Delhi, has been appointed as the Scrutiniser to scrutinise the e-voting process of AGM in a fair and transparent manner.
35. The Scrutiniser, after the conclusion of voting at the AGM, will first count the voting at the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, shall be submitted to the Chairman or a person authorised by him/ Board, who shall declare the result of the voting forthwith.
36. The results declared along with the consolidated scrutiniser's report shall be displayed on the Notice Board of the Company at its Registered Office and its Corporate Office and shall be placed on the website(s) of the Company at [www.unominda.com](http://www.unominda.com) and on the website of NSDL at [www.nsdl.com](http://www.nsdl.com) immediately. The Company shall simultaneously submit the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
37. **INSTRUCTIONS FOR MEMBERS FOR E-VOTING AND JOINING THE VIRTUAL MEETING:**  
**How do I vote electronically using NSDL e-Voting system?**  
*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*  
**STEP 1: Access to NSDL e-Voting system**  
**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**  
In terms of SEBI circular dated 09 December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
  1. Login method for Individual shareholders holding securities in demat mode with NSDL.
    - a. Existing IDeAS user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see

- e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- b. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
  - c. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
  - d. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.
- NSDL Mobile App is available on**
-  **App Store**  **Google Play**
-  
2. Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode with CDSL.
    - a. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
    - b. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
    - c. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
    - d. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

3. Login method for Individual Shareholders (holding securities in demat mode) login through their depository participants:

- a. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-0911

**B) Login method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



5. Password details for shareholders other than Individual shareholders are given below:
    - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
    - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
    - c. How to retrieve your 'initial password'?
      - i. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
  6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a. Click on **"Forgot User Details/ Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
    - b. **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.
    - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.
- STEP 2: Cast your vote electronically and join virtual meeting on NSDL e-Voting system**
1. After successful login at Step 1, you will be able to see all the Companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
  2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
  3. Now you are ready for e-Voting as the Voting page opens.
  4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
  5. Upon confirmation, the message "Vote cast successfully" will be displayed.
  6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**
1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ([investor@unominda.com](mailto:investor@unominda.com)).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (investor@unominda.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

#### **Important Note for Shareholders accessing e-voting**

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mahatre – Senior Manager - NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

### Item No. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s Jitender Navneet & Co., Cost Accountants to conduct the audit of the cost records of the Company for FY 2024-25 at a remuneration of ₹ 7.35 Lakhs (Rupees Seven Lakhs Thirty-Five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for FY 2024-25.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary resolution for special business set out at Item No. 5 for approval by the members.

### Item No. 6

As a part of the growth strategy and to augment the long-term resources of the Company for meeting funding requirements of its business activities and general corporate and other purposes, the Board is seeking enabling resolution for raising capital by way of public or private placement including by a Qualified Institutional Placement to strengthen capital base and for raising funds through issue of Debt Securities (including but not limited to Bonds and Non-Convertible Debentures (NCDs) wherein the Capital so raised shall not exceed a sum upto 2,000 Crores (Rupees Two Thousand Crores Only). The aggregate amount, if any, so raised through Debt Securities shall not form part of the limit of ₹ 2,000 Crores (Rupees Two Thousand Crores Only) as stated in Item No. 6, but shall be part of the limit approved by the Shareholder under section 180 (1)(c) of the Companies Act, 2013.

The fund raising may be through a mix of equity/equity linked instruments, and/or any other securities by way of Qualified Institutions Placement (QIP)/ Private Placement/ Public Offer in any combination or by making an invitation to subscribe to Bonds/Non-Convertible Debentures (NCDs)/other Debt Securities on private placement basis, as may be deemed appropriate.

The Approval of Shareholders' is hereby sought for the issue of equity shares or such other securities linked to or convertible

into equity shares or depository receipts of the Company or for making such invitation for issuance/ subscribe Bonds/Non-Convertible Debentures (NCDs)/other Debt Securities.

Whilst no specific instrument has been identified at this stage, in the event the Company issues any equity linked instrument or any convertible Debt Securities, the issue will be structured in a manner such that the additional equity shares capital/ convertible Debt securities that may be issued pursuant to the above resolution would not be more than ₹ 2,000 Crores (Rupees Two Thousands Crores Only) including premium.

The equity shares, if any, allotted on issue/conversion of Securities shall rank in all respects pari-passu with the existing equity shares of the Company.

The resolutions proposed are enabling approvals and the exact combination of instrument(s), exact price, proportion and timing of the issue of the securities in one or more tranches and/or issuances and the detailed terms and conditions of such tranche(s)/ issuances will be decided by the Board in consultation with lead managers, advisors and such other authorities and agencies as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors after meeting the specific requirements in a manner that the aggregate amount of proceeds in one or more issuances or tranches shall not exceed overall limit of ₹ 2,000 Crores or its equivalent in foreign currency(ies). The proposals therefore seek to confer upon the Board the absolute discretion and adequate flexibility to determine the terms of issue(s) and to take all steps which are incidental and ancillary.

The Company may also opt for issue of securities through Qualified Institutional Placement (QIP). A QIP of the securities of the Company may be less time consuming and more economical than other modes of raising capital.

Accordingly, the Company may issue securities by way of a QIP in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ('SEBI Regulations'). These securities will be allotted only to Qualified Institutional Buyers (QIBs) as per the SEBI Regulations and there will be no issue to non-institutional investors and existing non-institutional shareholders.

As per the provisions of the SEBI Regulations, an issue of securities on QIP basis shall be made at a price not less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the two weeks preceding the 'relevant date'.

The Board/the committee of the Board may, at its absolute discretion, issue securities at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the 'floor price' as determined in

terms of the SEBI Regulations, 2018, subject to provisions of Section 53 of the Companies Act, 2013.

As the pricing of the offer cannot be decided except at a later stage, it is not possible to state upfront the price of Securities to be issued. However, the same would be in accordance with the provisions of SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the Companies Act, the Depository Receipts Scheme, 2014, Framework for issue of Depository Receipts dated 10 October 2019 issued by the Securities and Exchange Board of India, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, the Master Direction - External Commercial Borrowings, Trade Credits and Structured Obligations, 2019, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 or any other guidelines/ regulations/ consents, each as amended, as may be applicable or required.

In case of issue of convertible bonds and/or equity shares through depository receipts, the price will be determined on the basis of the current market price and other relevant guidelines.

The pricing of the debt securities referred above depends on various factors which may include prevailing risk free rates, competitor rates of similar rating and tenor in the domestic or overseas markets, investor appetite for such instruments and prevailing investor regulations. Further, debt securities may be issued either at par/ premium/ discount to the face value depending upon the prevailing market conditions, as permitted by the relevant and applicable Laws, Rules and Regulations.

The "relevant date" for the above purpose, shall be:

- i. in case of allotment of equity shares, the date of meeting in which the Board decides to open the proposed issue;
- ii. in case of allotment of eligible convertible securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board.

The stock exchanges for this purpose are the BSE Limited and National Stock Exchange of India Limited.

In case of QIP issuance the proposed special resolution shall be valid for a period of 365 days from the date of shareholders' approval, before which the Company is required to complete the allotments under the authority of said resolution.

In the event of the issue of the equity shares and/or eligible convertible securities as aforesaid by way of a QIP, the Special

Resolution also seeks to empower the Board to undertake a QIP as defined by SEBI ICDR Regulations.

In connection with the proposed issue of Securities, the Company is required, inter alia, to prepare various documentations and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of post preferential offer holding that may be held by them and post offer holding pattern of Securities of the Company and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate times and modes).

Accordingly, it is proposed to authorise the Board to identify the investor(s), issue such number of Securities, negotiate, finalise and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company. The issue/ allotment/ conversion would be subject to the applicable regulatory approvals, if any. The issuance and allotment of Securities including equity shares to be allotted on conversion of Securities to foreign/ non-resident investors would be subject to the applicable foreign investment cap.

None of the Directors and Key Managerial Personnel of the Company/ their relatives are, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 6 of the Notice.

The Board recommends the Special Resolution for special business as set out at item no. 6 for approval by the Members.

#### **Item No. 7**

The Company has branch office outside India and it may further establish branch office(s) of the Company outside India. Accordingly, in compliance to the provisions of Section 143 (8) of the Companies Act 2013 and the rules made thereunder, it would be necessary to carry out an audit of the accounts of such Branch Office.

Members may further note that the accounts of the branch office shall be audited either by the Company's auditor or by an accountant or by any other person duly qualified to act as an auditor of the accounts of the Branch Office in accordance with the laws of that country.

The Members are requested to authorise the Board of Directors of the Company to appoint branch auditors in consultation with the Company's Auditors and to fix their remuneration.

None of the Directors and Key Managerial Personnel of the Company/ their relatives are, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 7 of the Notice.

The Board recommends the Ordinary Resolution for special business as set out at item no. 7 for approval by the Members.



[In pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standard-2 on General Meetings]

**A. DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING RE-APPOINTMENT AT ANNUAL GENERAL MEETING**

<b>Particulars</b>	Mr. Anand Kumar Minda
DIN	00007964
Date of Birth	16 April 1952
Age	72 years
Nationality	Indian
Qualification	B.Sc
Experience (including expertise in specific functional area)/Brief Resume	Mr. Anand Kumar Minda has over 43 years of experience in financial control, reviews, manufacturing and project management.
Terms and Conditions of Appointment / Reappointment	As disclosed in Corporate Governance Report
Existing and Proposed Remuneration (including sitting fees, if any)	As disclosed in Corporate Governance Report
Date of first appointment on the Board	14 April 2011
Existing and proposed Remuneration (including sitting fees, if any)	NIL
Shareholding in the Company as on 31 March 2024	Holding 23,33,000 equity shares
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Number of meetings of the Board attended during the year	For FY 2023-24: As disclosed in Corporate Governance Report For FY 2024-25 till the Date of this Notice: 2
Directorships of other Boards as on 31 March 2024	<ul style="list-style-type: none"> <li>- MAA Rukmani Devi Auto Private Ltd.</li> <li>- Shankar Moulding Ltd.</li> <li>- Minda Investments Ltd.</li> <li>- Minda Realty &amp; Infrastructure Ltd.</li> <li>- Minda Finance Ltd.</li> <li>- Minda TTE DAPS Private Ltd.**</li> <li>- Uno Minda Kyoraku Ltd.</li> <li>- Minda Kosei Aluminum Wheel Private Limited</li> <li>- SML Plastocraft Limited</li> </ul>
Membership/ Chairmanship of Committees of other Boards as on 31 March 2024	<p>Minda Finance Limited</p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination and Remuneration Committee</li> </ul> <p>Minda Kosei Aluminum Wheel Private Limited</p> <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee</li> <li>• Corporate Social Responsibility</li> </ul>
Listed entities from which the Director has resigned in the past three years	NIL

\*\* Minda TTE DAPS Private Limited is under liquidation w.e.f. 31 March 2023.



**B. DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING RE-APPOINTMENT AT ANNUAL GENERAL MEETING**

<b>Particulars</b>	Mr. Vivek Jindal	
DIN	01074542	
Date of Birth	24 October 1978	
Age	45 years	
Nationality	Indian	
Qualification	<b>Course</b>	<b>University/ Institution</b>
	B Tech., Manufacturing Engineering	Indian Institute of Technology (IIT), Delhi
	MBA, Finance & Strategy	Katz Graduate School of Business, University of Pittsburgh, PA
	Executive MBA (Program on Leadership Development- PLD)	Harvard Business School, Boston, MA
Experience (including expertise in specific functional area)/Brief Resume	Mr. Vivek Jindal has over 19 years of experience in the automotive Industry and has skills and deep understanding of automotive engineering & technology and has strong leadership qualities and capabilities to drive strategy in auto sector.	
Terms and Conditions of Appointment / Reappointment	As disclosed in Corporate Governance Report	
Existing and Proposed Remuneration (including sitting fees, if any)	As disclosed in Corporate Governance Report	
Date of first appointment on the Board	01 April 2023	
Existing and proposed Remuneration (including sitting fees, if any)	₹ 3.29 Crores P.A. subject to annual increment from time to time	
Shareholding in the Company as on 31 March 2024	Holding 1,45,184 equity shares	
Relationship with other Directors/ Key Managerial Personnel	Mr. Vivek Jindal is son in law of Mr. Nirmal K Minda, Chairman and Managing Director of the Company. Other than that, he does not have any relationship with any director or key managerial personnel of the Company.	
Number of meetings of the Board attended during the year	For FY 2023-24: As disclosed in Corporate Governance Report For FY 2024-25 till the Date of this Notice: 1	
Directorships of other Boards as on 31 March 2024	<ul style="list-style-type: none"> <li>- Jindal Soft Italia Seating Private Limited</li> <li>- Minda Westport Technologies Ltd.</li> <li>- Minda Onkyo India Private Limited</li> <li>- Automotive Component Manufacturers Association of India</li> </ul>	
Membership/ Chairmanship of Committees of other Boards as on 31 March 2024	NIL	
Listed entities from which the Director has resigned in the past three years	NIL	

By Order of the Board  
 For **Uno Minda Limited**  
 (Formerly known as Minda Industries Limited)

Place: Gurugram  
 Date: 23 May 2024

**Tarun Kumar Srivastava**  
 Company Secretary & Compliance Officer