



## Uno Minda Limited

(formerly known as Minda Industries Limited)

(CIN-L74899DL1992PLC050333)

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

Tel: +91 11 49373931/+91 124 2290427/28: Fax + 91 124 2290676 / 2290695

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

### NOTICE OF POSTAL BALLOT

**{Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time}**

Dear Member(s),

Notice is hereby given to the members of Uno Minda Limited (formerly known as "Minda Industries Limited (the **"Company"**) that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the **"Act"**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the **"Rules"**), Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (**"MCA"**) (hereinafter collectively referred to as **"MCA Circulars"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**"Listing Regulations"**), read with applicable circulars under the Act and Listing Regulations, Secretarial Standards on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and subject to other applicable laws and regulations, if any, the Company hereby seeks your approval in respect of the special businesses as set out hereunder by passing resolutions through postal ballot only by electronic voting (**e-voting**).

In compliance with the MCA Circulars, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent (**"RTA"**). Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.

The proposed resolutions and explanatory statement pertaining to the said resolutions setting out all material facts concerning thereto as required in terms of Section 102 of the Act read with the Rules, SS-2 the MCA Circulars, Listing Regulations are appended below seeking consent of the Members of the Company through e-voting.

The Company has, in compliance with Rule 22(5) of the Rules, appointed Mr. Rupesh Agarwal (ACS No. 16302, C.P. No.: 5673), Partner, of M/s. Chandrasekaran Associates, Company Secretaries or failing him, Mr. Shashikant Tiwari (FCS No. 11919, C.P. No.: 13050) of M/s. Chandrasekaran Associates, Company Secretaries, as 'Scrutinizer' to scrutinize the Postal Ballot process in a fair and transparent manner.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company is pleased to provide Electronic Voting (**"e-voting"**) facility, to all its members, to enable them to cast their votes electronically.

The Company has engaged the services of National Securities Depository Limited (**"NSDL"**) to provide e-voting facilities to members of the Company.

The e-voting facility is available at the link <https://www.evoting.nsdl.com/>. Please refer the instructions for e-voting given herein below for the process and manner in which e-voting is to be carried out.

The members shall exercise their right to vote on the resolutions included in the notice of the Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. The e-voting period shall commence on Saturday, May 27, 2023 at 09.00 A.M. IST and end on Sunday, June 25, 2023 at 05.00 P.M. IST. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than Sunday, June 25, 2023 at 05.00 P.M. IST. E-voting will be blocked by NSDL immediately thereafter and voting will not be allowed beyond the said date and time.

Upon the completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman & Managing Director or in his absence to any other Director or the Company Secretary of the Company ("authorized person"), duly authorised in writing by the Chairman & Managing Director within prescribed time. The results of the Postal Ballot will be announced on or before Tuesday, June 27, 2023 by the Chairman & Managing Director or in his absence by the authorised person.

The results of the Postal Ballot will be intimated to the National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE), where the shares of the Company are listed. The said results along with the Scrutinizer's Report will also be displayed on the website of the Company ([www.unominda.com](http://www.unominda.com)) as well as on NSDL's website- [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and will be displayed on the notice board of the Company at its Registered Office

& Corporate Office. In accordance with SS-2 the resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e., Sunday, June 25, 2023 at 05.00 P.M. IST.

**SPECIAL BUSINESSES:**

**1. TO APPROVE APPOINTMENT OF MR. VIVEK JINDAL (DIN:01074542) AS A NON-EXECUTIVE DIRECTOR 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 Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Articles of Association of the Company, Nomination and Remuneration Policy of the Company, recommendations of the Nomination and Remuneration Committee of the Company and the Board of Directors of the Company, Mr. Vivek Jindal (DIN:01074542), who was appointed as an Additional Director (Non-Executive and Non-Independent) on the Board of the Company with effect from April 01, 2023, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed, as Non-Executive and Non-Independent Director of the Company, with effect from April 01, 2023 and who shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized severally to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

**2. TO APPROVE FOR INCREASE IN BORROWING POWERS OF THE BOARD UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013**

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

**“RESOLVED THAT** in supersession of the Special Resolution passed by the Members of the Company through postal ballot, the results of which were declared on 27<sup>th</sup> March, 2019 and in accordance with the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof (Act) for the time being in force), and the Articles of Association of the Company and such other applicable rules, regulations, guidelines, circulars issued from time to time by relevant authorities, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to borrow from time to time any sums of money (in foreign currency or Indian rupees) including by way of fully/partly Convertible Debentures and/ or Non-Convertible Debentures with or without detachable or non-detachable Warrants and/or secured premium notes and/or floating rates notes/bonds, commercial papers, or other debt instruments, which together with money already borrowed by the Company may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided however that the total amount borrowed and outstanding at any point of time including the existing outstanding (apart from temporary loans obtained/ to be obtained from the Company’s Bankers in the ordinary course of business as defined under Explanation to Section 180(1)(c) of the Act) shall not, at any time exceed ₹ 3,000 crores (Rupees Three thousand Crores only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company.”

**3. CREATION OF CHARGE ON THE MOVABLE, IMMOVABLE AND OTHER ASSETS OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013**

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

**“RESOLVED THAT** in supersession of the Special Resolution passed by the Members of the Company through postal ballot, the results of which were declared on 27<sup>th</sup> March, 2019, and in accordance with the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) of the Company to create such mortgages, hypothecations and/or charges in addition to the existing mortgages/charges/hypothecations created/to be created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties and/or intellectual properties and/or such other assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company for securing borrowings / debts/ facilities of the Company availed/ to be availed by way of loan(s) (in foreign currency and/or in Indian rupee) and Securities (comprising including but not limited to fully/ partly Convertible Debentures and/ or Non- Convertible Debentures with or without detachable or non-detachable Warrants and/or secured premium notes and/or floating rates notes/bonds and/or commercial paper or other debt instruments ), issued/to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest, compound interest, in the case of default, accumulated interest, liquidated damages, commitment charges, remuneration to the Agent(s)/ Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture(s), Trust Deed(s) or any other document(s), entered into/to be entered into between the Company and the Lender(s)/ Agent(s) and Trustee(s) in respect of the said loans/ borrowings/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of securities as maybe stipulated in that behalf and agreed

to between the Board of Directors or any Committee thereof and the Lender(s) / Agent(s) / Trustee(s) provided that total outstanding amount secured at any point of time shall not exceed ₹ 3,000 Crores (Rupees Three Thousands Crores only) .

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalise the terms and conditions for creating the aforesaid charge, mortgage and/or any other encumbrances and to execute the documents, letters, papers, undertakings and such other agreements including amendments thereto from time to time, as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things, including power to sub-delegate as it may, in its absolute discretion, consider necessary, expedient or desirable, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company.”

**Registered Office:**  
**Uno Minda Limited**  
**(formerly known as Minda industries Limited)**  
B-64/1, Wazirpur Industrial Area, Delhi-110052  
CIN : L74899DL1992PLC050333

**By order of the Board of Uno Minda Limited**  
**(formerly known as Minda Industries Limited)**

**Tarun Kumar Srivastava**  
**Company Secretary**  
**Membership no. ACS-11994**

Date : 30.03.2023  
Place : Gurugram

**Notes:**

- 1) The Explanatory Statement pursuant to section 102(1) read with Section 110 of the Companies Act, 2013, setting out the material facts concerning to Resolutions are annexed hereto. Further, the relevant details, pursuant to Regulation 36(3) of the Listing Regulations and SS-2 respectively, in respect of Directors seeking appointment is also annexed hereto and forms part of the Notice.
- 2) In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
- 3) The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear in the Register of Members/ the list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on Friday, May 19, 2023 (“cut-off date”). Any person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only
- 4) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on the cut-off date i.e. Friday, May 19, 2023
- 5) Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
- 6) The members shall exercise their right to vote on the resolution included in the notice of the Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. The e-voting period shall commence on Saturday, May 27, 2023 at 09.00 A.M. IST and end on Sunday, June 25, 2023 at 05.00 P.M. IST.
- 7) The Results of the Postal Ballot will be announced on or before Tuesday, June 27, 2023 by the Chairman & Managing Director or any other Director or the Company Secretary of the Company (“authorized person”), duly authorised in writing by the Chairman & Managing Director. The result will also be placed at the website of the company at [www.unominda.com](http://www.unominda.com) besides communicating to the stock exchanges i.e. BSE Ltd. and National Stock Exchange of India Ltd. on which the shares of the Company are listed. The same will be displayed on the notice board of the Company at its Registered Office & Corporate Office and will also be available on NSDL’s website- [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 8) **Registration of email-id for shareholders holding physical shares:**

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt Ltd, by clicking the link: [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) in their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the E mail heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN , mobile number and e mail id and also upload the image of Aadhar Card, share certificate & Form ISR-1 in PDF or JPEG format (upto 1 MB) .

**On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.**

**For Permanent Registration for Demat shareholders:**

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

**For Temporary Registration for Demat shareholders:**

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Pvt Ltd by clicking the link: [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) in their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the E mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id and also upload the image of CML, Aadhar Card & Form ISR-1 in PDF or JPEG format (upto 1 MB).

- 9) E-voting procedure is mentioned herein below.
- 10) This Postal Ballot notice is uploaded on the website of the Company i.e. [www.unominda.com](http://www.unominda.com).
- 11) **PROCEDURE AND INSTRUCTIONS FOR E-VOTING:**

**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 for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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. 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.</li> </ol>

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

**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.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 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 22 55 33

**B) Login Method 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?**

- 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, 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.*
- 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***

- Password details for shareholders other than Individual shareholders are given below:
  - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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 on NSDL e-Voting system.**

#### **How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the e-Voting period.
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.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [dpv@dpvassociates.com](mailto:dpv@dpvassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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**" displayed under "**e-Voting**" tab in their login.
2. 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.
3. 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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager-NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **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](mailto:investor@unominda.com). If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### **General instructions:**

1. Contact details of the official responsible to address the grievances connected with the e-voting for postal ballot: The Company Secretary, Uno Minda Limited (formerly known as Minda Industries Limited), Village Nawada Fatehpur, P.O. Sikandarpur Badda, Near IMT Manesar, Gurgaon-122004, Haryana, Tel: +91 124 2290676, E-mail: [csmil@unominda.com](mailto:csmil@unominda.com).
2. All documents referred to in the accompanying Notice and the statement pursuant to section 102(1) of the Companies Act, 2013 will be available for inspection electronically during the business hours on all working days upto the date of declaration of the results of the Postal Ballot of the Company by writing an email to the Company at [csmil@unominda.com](mailto:csmil@unominda.com).
3. Pursuant to Regulation 40 of Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 02, 2020 had fixed March 31, 2021 as the last date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission or transposition of securities shall be processed only in dematerialized form. Shareholders can contact the Company or Company's RTA for any assistance in this regard.
4. SEBI has recently mandated furnishing of PAN, KYC details (i.e., postal address with pin code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from January 01, 2022, any service requests or complaints received from the Shareholder, will not be processed by RTA till the aforesaid details/documents are provided to RTA. On or after April 01, 2023, in case any of the above cited documents/details are not available in the folio(s), RTA shall be constrained to freeze such folio(s).

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013**

##### **ITEM NO.1**

Pursuant to the relevant provisions of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), in terms of the Nomination and Remuneration Policy of the Company, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Vivek Jindal (DIN:01074542), as an Additional Director in the category of Non- Executive Non-Independent Director w.e.f. April 01, 2023 who shall be liable to retire by rotation.

Mr. Vivek Jindal is presently Managing Director of Minda Westport Technologies Limited ("MWTL") and Minda Onkyo India Private Limited ("Minda Onkyo"), both being joint venture entities of the Company. MWTL is in the business of alternate fuel systems, while Minda Onkyo is engaged in the business of automotive speakers and related audio technologies.

He is also leading EV/HV initiatives for UNO Minda Group. An experienced professional with 18 years in the automotive Industry, Mr. Jindal completed his engineering from IIT Delhi, MBA from Katz Graduate School of Business (University of Pittsburgh - USA) and Executive MBA program from Harvard Business School. He is also member of Entrepreneurs Organisation (EO)- Delhi Chapter, Executive Committee Member of ACMA and CII Haryana State Council Member. Before joining Minda Group, he has worked in Infosys Technologies and India Bulls.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member of the Company signifying its intention for proposing his candidature of Mr. Jindal for the office of Non-Executive Director of the Company. Further, he is not disqualified from being appointed as Director in terms of Section 164 of the Act and is also not debarred from holding office of director pursuant to any SEBI Order, Ministry of Corporate Affairs, any such other Statutory Authority and has given his consent to be appointed as Non-Executive and Non-Independent Director.

As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. However, pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of the shareholders is sought for the appointment of Mr. Vivek Jindal, as a Non-Executive Director of the Company.

The Board is of the view that, given the knowledge and rich experience of Mr. Vivek Jindal particularly in automobile sector, his appointment will be of immense benefit and in the best interest of the Company. The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Vivek Jindal as a Non- Executive Non-Independent Director with effect from April 01, 2023 and recommends the resolution as set out in the Notice for approval of Members.

The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") are annexed as Annexure-1 and forms part of this notice.

Mr. Vivek Jindal is spouse of Ms. Paridhi Minda and son in law of Mr. Nirmal K Minda, Chairman and Managing Director of the Company. Except Mr. Vivek Jindal, Mr. Nirmal K Minda & Ms. Paridhi Minda, 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 Special Business Item No. 1 of the Notice.

The Board recommends the Resolution at Item no. 1 for your approval as Ordinary Resolution.

### **ITEM NO.2**

The members of the Company has approved by way of a Special Resolution through postal ballot, the results of which were declared on 27<sup>th</sup> March, 2019 under Section 180(1)(c) of the Companies Act, 2013, borrowings over and above the aggregate of paid up share capital, free reserves and Securities Premium of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 1500 Crores (Rupees Fifteen Hundred Crores Only). In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013 the Board of Directors shall not borrow money in excess of the company's paid up share capital, free reserves and securities premium of the Company, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a Special Resolution.

The aggregate paid up share capital, free reserves and securities premium as at September 30, 2022 on standalone basis is Rs. 2,817.69 Crores and on consolidated basis is Rs. 3,169.84 Crores. Total borrowings as at September 30, 2022 on standalone basis Rs. 486.27 Crores and on consolidated basis is Rs. 970.93 Crores. The Debt Equity ratio as at 30<sup>th</sup> September 2022 on standalone basis is 0.17 and on consolidated basis is 0.31. The Board intends to maintain the debt equity ratio less than 1.

The current credit rating of the Company is ICRA AA+(Stable) for long term credit facilities and ICRA A1+ for short term credit facilities.

Considering the business plan & growth of the Company, it is proposed to obtain the Members' approval by way of a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 2 of the Notice, to enable to the Board of Directors to borrow money upto ₹ 3,000 Crores (Rupees Three Thousand Crores Only) from time to time (in foreign currency or Indian Rupees) including by way of fully/ partly Convertible Debentures and/or Non-Convertible Debentures with or without detachable or non-detachable Warrants and/or secured premium notes and/ or floating rates notes/bonds, commercial papers, or other debt instruments. Therefore, approval of members is being sought, by way of a Special Resolution, to borrow money upto ₹3,000 Crores (Rupees Three Thousand Crores Only).

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the Resolution at Item no. 2 for your approval as Special Resolution.

### **ITEM NO.3**

The members of the Company through postal ballot on Wednesday, March 27, 2019 approved by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to mortgage and/ or create charge on all or any one of the movable/ immovable properties or such other assets of the company, provided that the total amount secured at any point of time shall not exceed ₹ 1500 Crores (Rupees Fifteen Hundred Crores Only).

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013 the Board of Directors shall not mortgage and/or create charge on all or anyone of the movable/ immovable properties or such other assets of the company except with the consent of the Company accorded by way of a Special Resolution.

The outstanding amount secured at any point of time has to be enhanced from ₹ 1500 Crores (Rupees Fifteen Hundred Crores Only) to ₹ 3,000 Crores (Rupees Three Thousand Crores Only) consequent to the proposal for enhancing the borrowing limits with shareholders' approval as set out in item no. 2 of the notice.

Accordingly, it is proposed to obtain the Members' approval by way of a Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 3 of the Notice, to enable to the Board of Directors to mortgage and/ or create charge on all or anyone of the movable/ immovable properties or such other assets of the company upto ₹ 3,000 Crores (Rupees Three Thousand Crores Only). Therefore, approval of members is being sought, by way of a Special Resolution, to secure total outstanding amount at any point of time upto ₹ 3,000 Crore (Rupees Three Thousand Crore Only).

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the Resolution at Item no. 3 for your approval as Special Resolution.



The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") are annexed and forms part of this notice

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT THROUGH POSTAL BALLOT PROCESS**

Name of Director	Mr. Vivek Jindal	
DIN	01074542	
Date of Birth	24/10/1978	
Age	44 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
	Pursuing Executive MBA (Program on Leadership Development PLD)	Harvard Business School, Boston, MA
Experience (including expertise in specific functional area)/ Brief Resume	Mr. Vivek Jindal is an experienced professional with 18 years in the automotive Industry, Mr. Jindal completed his engineering from IIT Delhi, MBA from Katz Graduate School of Business (University of Pittsburgh - USA) and Executive MBA program from Harvard Business School. He is also member of Entrepreneurs Organisation (EO)- Delhi Chapter, Executive Committee Member of ACMA and CII Haryana State Council Member. Before joining Minda Group, he has worked in Infosys Technologies and India Bulls.	
Terms and Conditions of Appointment / Reappointment	He shall be appointed as Non-Executive Director of the Company.	
Existing and Proposed Remuneration (including sitting fees, if any)	Existing remuneration last drawn is Nil. He may be paid sitting fee as per Nomination and Remuneration Policy of the Company read with the provisions of the Act.	
Date of first appointment on the Board	Proposed to be appointed w.e.f. April 01, 2023.	
Shareholding in the Company as on March 30, 2023, including shareholding as a beneficial owner in listed entity	Mr. Vivek Jindal holds 1,45,184 equity shares of Uno Minda Limited.	
Relationship with other Directors/ Key Managerial Personnel	Mr. Vivek Jindal is spouse of Ms. Paridhi Minda and 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	
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	NA	
Number of meetings of the Board attended during the FY 2022-23 till the date of this postal ballot notice.	NIL	
Directorships of other Boards as on 30 <sup>th</sup> March , 2023	Mr. Vivek Jindal is appointed as Director in the following companies: <ul style="list-style-type: none"> <li>• Jindal Soft Italia Seating Private Limited</li> <li>• Minda Westport Technologies Limited</li> <li>• Minda Onkyo India Private Limited</li> </ul>	
Membership/ Chairmanship of Committees (Audit Committee and Stakeholders Relationship Committee position of public Limited Companies) of other Boards as on March 30, 2023	Nil	
Listed entities from which the Director has resigned in the past three years	Nil	

**Registered Office:  
Uno Minda Limited  
(formerly known as Minda Industries Limited)**

B-64/1, Wazirpur Industrial Area, Delhi-110052  
CIN : L74899DL1992PLC050333

Date : 30.03.2023

Place : Gurugram

**By order of the Board of Uno Minda Limited  
(formerly known as Minda Industries Limited)**

**Tarun Kumar Srivastava  
Company Secretary  
Membership no. ACS-11994**