



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; E-mail: 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, 20/2020 dated May 20, 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 Standard 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 (remote 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 and the MCA Circulars 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. Devesh Kumar Vasisht (FCS No. 8488, C.P. No.: 13700), Partner of M/s DPV & Associates LLP, Company Secretaries, or failing him Mr. Praveen Kumar (FCS No. 10315, C.P. No.: 13411), of M/s DPV & Associates LLP, Company Secretaries, 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 Sunday, February 26, 2023 at 09.00 A.M. IST and end on Monday, March 27, 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 Monday, March 27, 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 the Company Secretary of the Company, duly authorised by the Chairman & Managing Director. The results of the Postal Ballot will be announced on or before Monday, 29th March 2023 by the Chairman & Managing Director or in his absence by Company Secretary authorised by the Chairman & Managing Director.

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. Subsequently, the results of the Postal Ballot shall also be published in at least one English newspaper and one vernacular language newspaper having wide circulation in the district where the registered office of the Company is situated. The said results along with the Scrutinizer's Report will also be displayed on the website of the Company (www.unominda.com) as well as on NSDL's website- www.evoting.nsdl.com and will be displayed on the notice board of the Company at its Registered Office. In accordance with Secretarial Standards issued by the Institute of Company Secretaries of India and notified by the Central Government, the resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e. Monday, March 27, 2023.

SPECIAL BUSINESSES:

1. TO APPROVE RE-APPOINTMENT OF MR. NIRMAL K MINDA (DIN: 00014942) AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY AND TO FIX HIS REMUNERATION

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder and Schedule V of the Act read with Regulation 17 (6) (e) and other applicable Regulations, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation') including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force and upon recommendation of Board of Directors of the Company and subject to Articles of Association of the Company and such approvals, consents, permissions and sanctions of appropriate and/or concerned authorities, if any, and subject to such other conditions and modifications, as may be prescribed, imposed or suggested by any of such appropriate and/ or concerned authorities while granting such approvals, consents, permissions and sanctions and as agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) without any further approval of the members of the Company, the consent of the members be and is hereby accorded to re-appointment of Mr. Nirmal K Minda (DIN: 00014942) as Chairman and Managing Director of the Company for a period of 4 (four) years with effect from April 1, 2023 till March 31, 2027 and he shall be liable to retire by rotation on the terms and condition including remuneration (which includes the payment of salary, allowances, Commission and perquisites) as detailed in the explanatory statement attached hereto.

RESOLVED FURTHER THAT consent of the member be and is hereby accorded pursuant to the Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for payment of aggregate annual remuneration paid / payable to the Executive Directors of the Company who are promoter or members of promoter group upto 5 per cent of the net profits of the Company calculated as per Section 198 and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to vary, alter and modify the terms and conditions of re-appointment including designation, remuneration / remuneration structure of Mr. Nirmal K Minda within the limits prescribed above from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized 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. APPOINTMENT OF MS. RASHMI HEMANT URDHWARESHE (DIN:08668140) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a Special 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, Ms. Rashmi Hemant Urdhwareshe (DIN:08668140), who was appointed as an Additional Director (in the category of Independent Director) on the Board of the Company w.e.f. January 25, 2023, and who holds office upto the date of next General Meeting of the Company in terms of Section 161 of the Act and who has submitted a declaration that she meets the criteria of Independence as provided under the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto 3 (three) consecutive years with effect from January 25, 2023 up to January 24, 2026.

RESOLVED FURTHER THAT the Board be and is hereby authorized 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.

**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 : 08.02.2023
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 Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') respectively, in respect of Directors seeking appointment/re-appointment are 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, February 17, 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, February 17, 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 Sunday, February 26, 2023 at 09.00 A.M. IST and end on Monday, March 27, 2023 at 05.00 P.M.
- 7) The Results of the Postal Ballot will be announced on or before Wednesday, 29th March 2023 by the Chairman & Managing Director or in his absence by Company Secretary authorised by the Chairman & Managing Director of the Company and will be published in through press advertisement for information of the Members. The result will also be placed at the website of the company at 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 and will also be available on NSDL's website- 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 in their web site 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 in their web site 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.

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"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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 re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & 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 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.</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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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?

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 123518 then user ID is 123518001***

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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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 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 remote 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 with a copy marked to 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 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 or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle, Assistant Manager-NSDL at 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
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 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 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.
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.
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(1) and 110 OF THE COMPANIES ACT, 2013

Item No. 1

Mr. Nirmal K Minda was re-appointed as the Chairman and Managing Director for a period of 5 (five) years with effect from April 01, 2018 to March 31, 2023 on the terms and conditions including remuneration, as approved by the shareholders through postal ballot dated February 13, 2018. Accordingly, his current tenure as Chairman and Managing Director is completing on March 31, 2023.

The Board of Directors, upon recommendation of Nomination and Remuneration Committee, at its meeting held on February 08, 2023 approved the re-appointment of Mr. Nirmal K Minda (DIN: 00014942) including payment of remuneration as Chairman and Managing Director of the Company for further 4 (four) years, with effect from April 1, 2023 till March 31, 2027 as per provisions of the section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and read with Regulation 17(6)(e) and other applicable Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("the Listing Regulations, 2015").

The said re-appointment and payment of remuneration are further subject to the approval of the shareholders of the Company in terms of Sections 196, 197, 203 read with Schedule V of the Act, 2013 and read with Regulation 17 (6) of the Listing Regulations, 2015.

Mr. Nirmal K Minda (DIN: 00014942) (aged 65 years), is the Promoter of the Company and an industrialist with rich business experience of more than three decades in the Auto Components Sector, he has been instrumental in forging new alliances and joint venture partnership with globally renowned names. He leads the UNO MINDA Group currently with various other laurels to his name. He has been conferred with 'EY Entrepreneur of the Year' Award in Manufacturing Category in 2019. The Group grew manifold under his dynamic leadership, established footprints globally and received numerous awards and recognitions. He has held many offices in bodies like CII as Vice Chairman, Haryana State Council & Special Invitee, Northern Regional Council.

He also served as the Chairman of ACMA, Northern Region for three consecutive years, followed by Vice President for 2016-17 President of ACMA for the year 2017-18.

The Board of Directors considered the aforesaid contribution made by Mr. Nirmal K Minda, to the overall progress of the Company and after taking into consideration the responsibilities handled by him and industry remuneration benchmarks, have re-appointed Mr. Nirmal K Minda as Managing Director with the following terms of remuneration with effect from April 01, 2023:

Details of remuneration:	
1	<p>Basic Salary Rs. 23.09 lacs per month with increments as may be determined by Board of Directors, from time to time.</p>
2	<p>Perquisites and Allowances:</p> <p>a) Medical Reimbursement: Reimbursement of actual medical expenses including insurance premium for medical and hospitalization policy, if any, for self and family.</p> <p>b) Housing Facility: The Company will provide to Mr. Nirmal K. Minda and his family either residential accommodation or House Rent Allowance up to 100% of Basic Salary. The Company will provide the furnishing at his residential accommodation.</p> <p>c) Reimbursement of Gas, Electricity and Water expenses.</p> <p>d) Club Fee: Subject to maximum of two clubs.</p> <p>e) Personal Accident Insurance Premium as per the Company's Policy.</p> <p>f) Leave Travel Allowance/Concession: Leave Travel Allowance/Concession for self and family once in a year.</p> <p>g) Apart from the above, the appointee shall also be entitled to the following: -</p> <p>i. Car for use on Company's business. Company shall also pay repair, maintenance & running expenses of the Car.</p> <p>ii. Driver Salary.</p> <p>iii. Telephone at residence.</p> <p>iv. Company's contribution to Provident Fund, Superannuation Fund, Annuity Fund, as per the Rules of the Company. In case superannuation cannot be contributed, he shall be paid amount equivalent to superannuation contribution under the head other allowance</p> <p>v. Reimbursement of the entertainment, travelling and all other expenses incurred by him for the business of the Company.</p> <p>vi. Gratuity payable at the rate not exceeding half-month's salary for each completed year of service in the Company.</p> <p>vii. Encashment of leave as per rules of the Company.</p> <p>h) Subject to any statutory ceiling/s he will be eligible for other benefits, perquisites or allowances, as the Board of Directors from the time to time may decide.</p> <p>i) The following perquisites shall not be included in the computation of ceiling of remuneration:-</p> <p>i. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax 1961.</p> <p>ii. Gratuity payable at the rate not exceeding half a month's salary for the each completed year of service.</p> <p>iii. Encashment of leave at the end of the tenure.</p> <p>j) During the period the appointee functions as Chairman & Managing Director, he shall not be paid any sitting fees for attending the meetings of the Board of Directors or any committee thereof.</p>
3	Commission at such percentage of Net Profit computed in accordance with Section 198 of the Companies Act, 2013 for each financial year as approved by the Board of Directors from time to time.
4	Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, in the event of loss or inadequacy of profits, the Company will, subject to applicable laws, pay remuneration by way of salary, perquisites and allowances, as specified above.
5	Notice Period: Three months as per rules of the Company.

6	Annual increments shall be given to him as may be decided by the Board of Directors within overall limit as approved by shareholders. Further, Since, Mr. Nirmal Kumar Minda is Promoter Executive Director of the Company, therefore, Pursuant to the regulation 17 (6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remuneration payable to Mr. Nirmal Kumar Minda (including the salary, allowances, commission, perquisites, benefits and amenities) will exceed 2.5% of the net profit of the Company but shall not exceed maximum 5%, of net profit as the limits laid down in section 197 of the Companies Act 2013 ("the Act") including any statutory modifications or re-enactment thereof from time to time. Therefore, the approval of members is also being sought under said Regulation by way of special resolution. The Board of Directors can modify/ add/ substitute any or all components/terms of remuneration within the overall limits prescribed in section 198 of the Act and other applicable statute.
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Mr. Nirmal K Minda has given his consent to continue as Managing Director and declaration in terms of Schedule V of Companies Act, 2013 and also confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority and given his consent to act as a Director.

As per the Section 197 read with other applicable provisions of the Companies Act, 2013 and Rules made thereto, the remuneration payable to any one managing director; or whole-time director or manager shall not exceed five percent of the net profits of the company and if there is more than one such director remuneration shall not exceed ten percent of the net profits to all such directors and manager taken together. However, as per regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), in case of listed company, the annual remuneration payable to executive directors who are promoters or members of the promoter group shall not exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity or where there is more than one such director, the aggregate annual remuneration to such directors shall not exceeds 5 per cent of the net profits of the listed Company unless it is approved by the shareholders of the Company through special resolution.

Currently, the Company has two promoter executive directors viz Mr. Nirmal K Minda (DIN: 00014942), Chairman and Managing Director and Ms. Paridhi Minda (DIN: 00227250), Whole time Director of the Company. Therefore, the Consent of the Members is being sought to approve the remuneration paid/payable to them during their respective tenures as Executive Directors of the Company within the limit as mentioned in the Regulation 17(6)(e) of listing regulation, provided that the payment of aggregate annual remuneration paid / payable to the Executive Directors who are promoter or members of promoter group shall not exceed 5 per cent of the net profits of the Company calculated as per Section 198 and other applicable provisions of the Companies Act, 2013. The presently also the remuneration being paid to Executive Directors who are promoter or members of promoter group does not exceeds 5 per cent of the net profits of the Company calculated as per Section 198 and other applicable provisions of the Companies Act, 2013.

The Board is of the view that, given the knowledge and rich experience of Mr. Nirmal K Minda in automobile sector, his re-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 recommends the re-appointment of Mr. Nirmal K Minda as a Chairman and Managing Director of the Company for a period of four years with effect from April 01, 2023 till March 31, 2027 and recommends the Special 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.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 190 of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company/ their relatives, except Mr. Nirmal K Minda himself and Ms. Paridhi Minda, being daughter of Mr. Nirmal K Minda, is 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 Special Resolution as set out at item no. 1 for approval by the Members.

Item No. 2:

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 Ms. Rashmi Hemant Urdhwareshe (DIN:08668140), as an Additional Director in the category of Independent Director of the Company for a period of three consecutive years with effect from January 25, 2023 under Section 149, 150, 152 and 161 read with Schedule IV of the Companies Act, 2013, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

Ms. Rashmi Hemant Urdhwareshe holds Master's degree in E& TC and several other professional qualifications such as Diploma in Corporate Directorship (from WCCG), Six Sigma Black Belt (from ASQ) etc. Her 40+ years of industrial experience and expertise includes wide range of subjects in automotive domain (like vehicular safety, Air quality and exhaust measurements, Standards/ Regulations, R&D and technology, E mobility, Alternate fuels and green technologies, Quality Systems and Business Excellence, etc.).

Ms. Urdhwareshe retired as Director ARAI (Automotive Research Association of India, Pune). She has served as the Chair/ Vice Chair of various national/ international bodies and contributed greatly to developing automotive safety, emission and fuel efficiency standards

under CMVR. She has also been an integral part of Indian delegations and led the technical deliberations from Indian side at UN-ECE WP.29 at Geneva in for about 15 years (1996 to 2020).

- Chair- Transport Engineering Division Council (TEDC), Bureau of Indian Standards (BIS), New Delhi (Year 2015-20).
- Chair- AISC (Automotive Industry Standards Committee), which formulates Safety Standards in India during her tenure as Director- ARAI (Year 2014 to 2020)
- Vice Chair of Working Party on Pollution and Energy (GRPE) at the Global Forum under UN-ECE at Geneva during period 2014-2017.

Ms. Urdhwareshe is Co-author of Book on Total Quality Management. She has independently authored book "Women and Workplaces". She is a recipient of several awards in the areas of Women Empowerment, Corporate Leadership, Engineering Excellence, E-mobility, Business Excellence, Economic Development, Quality Excellence and many more. For her lifetime contributions towards development of Automotive Technology, she is honored with Nari Shakti Puraskar 2019, at the hands of Hon'ble President of India on March 08 2020.

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 Listing Regulations, 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 Ms. Rashmi Hemant Urdhwareshe, as an Independent Director of the Company.

The Board has received requisite disclosures/declarations from Ms. Urdhwareshe (i) consent to act as Directors u/s 152 of the Act (Form DIR-2); (ii) disclosure of interest u/s 184(1) of the Act (Form MBP-1); (iii) declaration u/s 164 of the Act (Form DIR- 8) to the effect that she is not disqualified to become Director; (iv) declaration that she is not debarred from holding the office of Directors by virtue of any SEBI order or any other such authority; (v) declaration of independence u/s 149 of the Act, Regulation 16(1)(b) and Regulation 25(8) of Listing Regulations and assessed the veracity of the same; (vi) notice u/s 160 of the Act proposing her candidature as Independent Director of the Company and all other necessary information/documents/declarations. Further, Ms. Urdhwareshe has registered herself in the data bank in the Independent Director's with the Indian Institute of Corporate Affairs.

The Board is of the view that, given the knowledge and rich experience of Ms. Rashmi Hemant Urdhwareshe particularly in automobile sector, her 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 Ms. Rashmi Hemant Urdhwareshe as an Independent Director for a period of three years with effect from January 25, 2023 up to January 24, 2026 and recommends the Special 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.

Ms. Rashmi Hemant Urdhwareshe is not related to any Director or any other Key Managerial Personal of the Company.

Except Ms. Rashmi Hemant Urdhwareshe, none of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 2 of the Notice.

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

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

Date : 08.02.2023

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

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. Nirmal K Minda	Ms Rashmi Hemant Urdhwareshe
DIN	00014942	08668140
Date of Birth	November 07, 1957	December 20, 1959
Age	65 years	63 years
Nationality	Indian	Indian
Qualification	B.SC	Master's degree in E& TC and several other professional qualifications such as Diploma in Corporate Directorship (from WCCG), Six Sigma Black Belt (from ASQ) etc
Experience (including expertise in specific functional area)/ Brief Resume	<p>Mr. Nirmal K Minda (DIN: 00014942) (aged 65 years), is an industrialist with rich business experience of more than three decades in the Auto Components Sector, he has been instrumental in forging new alliances and joint venture partnership with globally renowned names. He leads the UNO MINDA Group currently with various other laurels to his name. He has been conferred with 'EY Entrepreneur of the Year' Award in Manufacturing Category in 2019. The Group grew manifold under his dynamic leadership, established footprints globally and received numerous awards and recognitions. He has held many offices in bodies like CII as Vice Chairman, Haryana State Council & Special Invitee, Northern Regional Council. He also served as the Chairman of ACMA, Northern Region for three consecutive years, followed by Vice President for 2016-17 President of ACMA for the year 2017-18</p>	<p>Ms. Rashmi Hemant Urdhwareshe holds Master's degree in E& TC and several other professional qualifications such as Diploma in Corporate Directorship (from WCCG), Six Sigma Black Belt (from ASQ) etc. Her 40+ years of industrial experience and expertise includes wide range of subjects in automotive domain (like vehicular safety, Air quality and exhaust measurements, Standards/ Regulations, R&D and technology, E mobility, Alternate fuels and green technologies, Quality Systems and Business Excellence, etc.).</p> <p>She is a recipient of several awards in the areas of Women Empowerment, Corporate Leadership, Engineering Excellence, E-mobility, Business Excellence, Economic Development, Quality Excellence and many more.</p> <p>For her lifetime contributions towards development of Automotive Technology, she is honored with Nari Shakti Puraskar 2019, at the hands of Hon'ble President of India on March 08 2020.</p>
Terms and Conditions of Appointment / Reappointment	As disclosed in explanatory statement at item no. 1	As disclosed in explanatory statement at item no. 2
Details of remuneration sought to be paid and the remuneration last drawn (including sitting fees, if any)	<p>Current basic salary of Mr. Nirmal K Minda is Rs. 23.09 Lacs per months. Other remuneration paid to him are as per terms and conditions as mentioned in explanatory of the resolution approved by the shareholders through postal ballot notice dated 13 February, 2018. The weblink of said notice is https://www.unominda.com/uploads/Shareholder/2017-18/MIL_Postal_Ballot_Notice_13_February_2018.pdf.</p> <p>The details of proposed remuneration are disclosed in explanatory statement at item no. 1 of this notice.</p>	Existing remuneration last drawn is Nil. She will 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	September 16, 1992	January 25, 2023
Shareholding in the Company (including shareholding as a beneficial owner) as on February 08, 2023	12,91,64,420 Equity Shares	Nil
Relationship with other Directors/ Key Managerial Personnel	Ms. Paridhi Minda, Daughter	Not related to any Director/ Key Managerial Personnel

Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	NA	<p>Ms. Rashmi Hemant Urdhwareshe meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:</p> <ul style="list-style-type: none"> Ms. Urdhwareshe holds master's degree in E&TC and several other professional qualifications. 40+ years industrial experience including expertise in vehicular safety, Air quality, exhaust measurements, Standards/ Regulations, R&D and technology, E-mobility, Alternate fuels, green technologies, Quality Systems, Business Excellence, etc. She has served as the Chair / Vice Chair of various national/ international bodies and contributed greatly to developing automotive safety, emission and fuel efficiency standards. She retired as Director ARAI (Automotive Research Association of India, Pune) in June 2020. She is President of SAE India, Senior Advisor to Pune Knowledge Cluster (PKC) and is on Advisory and Mentorship roles for Corporates, Educational/ Research programs and Government Agencies. She also meets the skill/experience/ competency as mentioned in the corporate governance report of the Company for the F.Y. 2021-22
Number of meetings of the Board attended during the FY 2022-23 till the date of this postal ballot notice.	06	1
Directorships of other Boards as on February 08, 2023	<ol style="list-style-type: none"> Mindarika Pvt. Ltd. Minda Automotive Ltd. Shreeaumji Infrastructure Private Ltd. Shreeaumji Infrastructure & Projects Pvt. Ltd. Shreeaumji Real Estate SEZ Pvt. Ltd. Minda International Ltd. Minda Mindpro Ltd. Minda Spectrum Advisory Ltd. Kosei Minda Aluminum Company Private Ltd. Minda I connect Pvt. Ltd. Minda Kosei Aluminum Wheel Pvt. Ltd. 	<ol style="list-style-type: none"> Pinnacle Mobility Solutions Private Limited Pinnacle Industries Limited Pune Knowledge Cluster Foundation Bimetal Bearings Ltd Mindarika Private Limited
Membership/ Chairmanship of Committees (Audit Committee and Stakeholders Relationship Committee position of public Limited Companies) of other Boards as on February 08, 2023	Nil	Nil
Listed entities from which the Director has resigned in the past three years	Nil	Nil