



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 read with Section 108 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, and 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**") read with applicable SEBI 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 notified by MCA 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 through remote voting process (voting by electronic means) (**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**") and whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories. 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 and Section 110 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. Shashikant Tiwari (FCS No. 11919, C.P. No.: 13050), or failing him, Mr. Lakhan Gupta (FCS No. 12682, C.P. No.: 26704) of Partners 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 Friday, February 23, 2024 at 09:00 A.M. IST and end on Saturday, March 23, 2024 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 Saturday, March 23, 2024 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 or in his absence to any other Director or the Company Secretary of the Company ("authorized person"), duly authorised in writing by the Chairman within prescribed time. The results

of the Postal Ballot will be announced on or before Tuesday, March 26, 2024 by the Chairman 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) as well as on NSDL's website- www.evoting.nsdl.com. 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., Saturday, March 23, 2024 at 05:00 P.M. IST.

SPECIAL BUSINESSES:

1. TO APPROVE THE REAPPOINTMENT OF MR. RAVI MEHRA (DIN: 01651911) AS A WHOLE TIME DIRECTOR DESIGNATED AS DEPUTY MANAGING DIRECTOR OF THE COMPANY AND TO FIX HIS REMUNERATION FOR A FURTHER PERIOD OF 3 (THREE) YEARS

To consider and, if thought fit, to pass, the following resolution as an **Ordinary 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 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 Nomination & Remuneration Committee and 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 for re-appointment of Mr. Ravi Mehra (DIN:01651911) as a Whole time director designated as Deputy Managing Director of the Company for a period of 3 (Three) years on expiry of his present term of office, i.e., with effect from April 1, 2024 till March 31, 2027, liable to retire by rotation, on the terms and conditions including remuneration (which includes the payment of salary, allowances, Commission and perquisites) as detailed in the explanatory statement attached hereto, with powers to the Board to alter, amend, vary and modify the terms and conditions of the said re-appointment and remuneration payable from time to time as it deems fit, in such manner as may be mutually agreed between the Board of Directors and Mr. Ravi Mehra.

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. TO APPROVE THE REAPPOINTMENT OF MR. RAJIV BATRA (DIN:00082866) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR SECOND TERM OF 3 (THREE) YEARS

To consider and if thought fit, to pass, the following Resolution(s) as **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, Mr. Rajiv Batra (DIN:00082866), who was appointed as an Independent Director of the Company for a term of two years up to March 31, 2024, who being eligible for re-appointment for a second term and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature to the office of Director of the Company, be and is hereby reappointed as an Independent Director of the Company, for a period of 3 (Three) years with effect from April 1, 2024 till March 31, 2027, and whose office shall not be liable to retire by rotation.

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)

Date : 07-02-2024
Place : Gurugram

Tarun Kumar Srivastava
Company Secretary and Compliance Officer
Membership no. ACS-11994

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 17(11) and 36(3) of the Listing Regulations and SS-2 respectively, in respect of Directors seeking appointment is also annexed as Annexure-1 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 16, 2024 ("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 16, 2024.
- 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 Friday, February 23, 2024 at 09:00 A.M. IST and end on Saturday, March 23, 2024 at 05:00 P.M. IST.
- 7) The Results of the Postal Ballot will be announced on or before Tuesday, March 26, 2024 by the Chairman or any other Director or the Company Secretary of the Company ("authorized person"), duly authorised in writing by the Chairman. 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 also be available on NSDL's website- www.evoting.nsd.com.

8) Registration of email-id for shareholders holding physical shares:

For Physical shareholders- please provide necessary details like 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 Company csmil@unominda.com /RTA email id virenders@alankit.com or in their web site <http://mailupd.alankit.com/Home/>

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 their 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 Alankit Assignments Limited by clicking the link: <http://mailupd.alankit.com/Home/> or in their web site <https://alankitassignments.com/> 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 and also on [the website of Stock Exchanges](#).
- 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"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. 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; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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 use your existing my easi username & password. 2. 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. 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.

	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.
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.com 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 127875 then user ID is 127875001***

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.com 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 shashikant@cacsindia.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" 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. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com

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 shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT,2013

ITEM NO.1

Mr. Ravi Mehra (DIN: 01651911) was appointed as a Whole time Director (“WTD”) (designated as deputy Managing Director) of Uno Minda Limited (the “Company”) for a period of 3 (Three) years commencing from 01 April 2021 to 31 March 2024 by the shareholders of the Company. Based on the recommendation of the Nomination and Remuneration Committee (‘NRC’), the Board of Directors (‘Board’), at its meeting held on February 07, 2024, re-appointed Mr. Ravi Mehra as the Whole-time Director (designated as Deputy Managing Director) for a further period of three (3) years effective April 01, 2024 through March 31, 2027, subject to approval of the shareholders on the terms and conditions including remuneration as revised (which includes the payment of salary, allowances, commission and perquisites) as stated below:

Basic Salary - Rs 24,74,125 per month
Other Allowances (CEA, Uniform, periodicals, Mobile and professional pursuit) – Rs 28,450 per month
House Rent Allowance and City Compensatory Allowance 40% of Basic
Variable pay Upto 35% of Gross Salary
Payment of Leave Travel Allowance as per rules of the Company presently Rs 2,13,000/- p.a
Provision of car/benefit under car scheme.
Reimbursement of car running & maintenance expense and driver salary as per rules of the Company
Reimbursement of the entertainment, travelling and all other expenses incurred by him for the business of the Company
Company’s contribution to Provident Fund and Superannuation Fund, as per the Rules of the Company
Gratuity payable as per Company Policy
Leave with full pay and allowance: Leave with full pay and allowance as per Company’s policy. Encashment of leave as per Company Policy
Medical insurance for self and family as per Company policy.
The following perquisites shall not be included in the computation of ceiling of remuneration: -
I. Contribution to Provident Fund and Superannuation Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961
II. Gratuity payable at the rate not exceeding half a month’s salary for the each completed year of service.
III. Encashment of leave at the end of tenure.
Grant of stock options under UNOMINDA Employee Stock Options Scheme, Criteria and grant size (No. of options to be granted) to be decided by Nomination & Remuneration Committee of the Board from time to time.
During the period the appointee functions as Whole time Director, he shall not be paid any sitting fees for attending the meetings of the Board of Directors or any committee thereof
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
Notice Period: As per rules of the Company

Other rules of the Company which are applicable to his grade shall also be applicable on him

Annual increments shall be given to him as decided by the Board. The remuneration payable to Mr. Ravi Mehra (including the salary, allowances, variable pay, perquisites, benefits and amenities) shall not exceed maximum 5%, of net profit as the limits laid down in section 197 of the Companies Act 2013 (ACT), including any statutory modifications or re-enactment thereof. The Board 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.

Mr. Ravi Mehra has also confirmed that he is neither disqualified from being reappointed as Whole time 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. Further, Mr. Mehra satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment as Whole Time Director.

The Board, while re-appointing Mr. Ravi Mehra as the Whole-time Director (designated as deputy Managing Director of the Company), considered his background, experience and contributions to the Company during his past tenure as the WTD.

Mr. Ravi Mehra is a qualified Chartered Accountant, and a fellow member of the Institute of Chartered Accountants of India and The Institute of Company Secretaries of India. With more than 3 decades in the industry, Mr. Mehra has a rich management experience and has handled roles in strategy, finance, marketing, manufacturing, materials, HR, and product/technology development. Mr. Mehra's association with Uno Minda dates back to 1995, when he joined the Group as General Manager (Finance). He has held various leadership positions in Uno Minda Group. Under his leadership, the Group's 2W/3W switch business has expanded globally, catering to ASEAN countries, Europe, and Japan, besides being No. 1 in India. Prior to UNO MINDA, Mr. Ravi Mehra has had stints with various reputed organizations like Kelvinator, Pure Drinks Group etc. He also serves as a Director on the Board of the various UNO Minda Group Companies.

Mr. Ravi Mehra is not related to any Director or any other Key Managerial Personal of the Company. His 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 above details of remuneration and other terms of re-appointment may be treated as a written memorandum setting out the terms of re-appointment of Mr. Ravi Mehra under Section 190 of the Companies Act, 2013.

Except Mr. Ravi Mehra, 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. 1 of the Notice.

The Board recommends the ordinary resolution set forth in Item No. 1 of the accompanying Notice for the approval of the Members of the Company.

ITEM NO.2

Mr. Rajiv Batra (DIN:00082866) is currently an Independent Director of the Company, Chairperson of the Audit Committee and member of Stakeholders Relationship Committee. He was appointed as an Additional Director in the category of Independent Director on the Board of the Company for a term of two years w.e.f. 01 April 2022 to 31 March 2024. The appointment of Mr. Rajiv Batra was approved as an Independent Director by the Members of the Company through Postal Ballot on 29 June 2022.

Mr. Rajiv Batra (aged 68 years), is Chartered Accountant from ICAI and Economics Honors graduate from Shriram College of Commerce, Delhi. He is a seasoned professional with over four decades of experience in Finance and Accounting across India and US. He is a passionate business leader helping them with their plans to scale up, guiding them with strategic business inputs, as well as providing them with timely interventions and support, including cost effective sources of funding.

WORKING EXPERIENCE

Modi Xerox (Xerox Inc.): Mr. Batra was employed for 15 Years in Modi Xerox, which eventually became Xerox Inc., a pioneering highly successful joint venture in India, as one of the first founding employees of the Finance Function. He got inevitable varied exposures in all facets of Finance, Treasury, Planning and Analysis, Control, Audit and Governance including interacting with the Independent Directors of the listed venture.

Digital Equipment as Chief Financial Officer in 1993: In 1993, he joined as CFO of Digital Equipment India Ltd. in Bangalore, India, a subsidiary of US \$12 Billion listed Corporation. He was engaged in collaborating across peer leadership as well as working teams, assimilating technologies and participating as a strong Finance/business partner -leading the commercial function as well as the facilities function while growing market share and revenues. Then the operation of DEC was acquired by Compaq/HP.

Xerox Inc. as CFO in 1999: He again joined Xerox Inc. in New Delhi in 1999 as the Chief Financial Officer of this benchmark business and eventually to Xerox Inc. based at Stamford Connecticut USA- as Head for Controls across Developing Markets and in less than 18 months moved as CFO for the Developing markets.

Cummins India, as CFO in 2004: Mr. Batra joined Cummins India, Pune, as CFO in 2004 and he started to almost rebuild the Finance function in India, as the first change in restructuring the entire management of the Company, under a demanding business Leader, who was then building a new management team. In addition to Finance he was entrusted the Corporate Strategy Leadership for five years at a time when

this function was extremely active, the IT portfolio for even a longer period as Cummins implemented the Oracle platform and its suite of products.

The Company has received notice under Section 160 of the Companies Act, 2013 from member signifying intention to propose the candidature of Mr. Rajiv Batra for the office of Independent Director of the Company.

The Company has received declaration from Mr. Rajiv Batra that he meets the criteria of independence as prescribed under Section 149 (6) of the Act and under Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 & Schedule IV of the Companies Act, 2013 and Regulation 16 & 25 of the Listing Regulations and he has 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 and all other relevant disclosures.

The Board is of the view that, given the knowledge and rich experience of Mr. Rajiv Batra his re-appointment will be of immense benefit and in the best interest of the Company and is meeting the skills and capabilities required for the role. The Board of Directors based on the performance evaluation and recommendation of the Nomination and Remuneration Committee considers the re-appointment of Mr. Rajiv Batra as an Independent Director for second term of three (3) years with effect from April 1, 2024 to March 31, 2027 and recommends the special resolution as set out in Item No. 2 of the Notice for approval of Members.

Further, in the opinion of the Board, Mr. Rajiv Batra proposed to be appointed as the independent director fulfils the conditions specified in the Act and the rules made thereunder and he is independent of the management.

Mr. Rajiv Batra is qualified and registered with the Indian Institute of Corporate Affairs, Govt. of India, to act as an Independent Director.

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. Rajiv Batra is not related to any Director or any other Key Managerial Personal of the Company.

Except Mr. Rajiv Batra, 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 Special resolution set out at Special Business Item No. 2 of the Notice.

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 RE-APPOINTMENT THROUGH POSTAL BALLOT PROCESS

Name of Director	Mr. Ravi Mehra	Mr. Rajiv Batra
DIN	01651911	00082866
Date of Birth	8 April 1961	September 30, 1955
Age	62 years	68 years
Nationality	Indian	Indian
Qualification	CA and CS	- Chartered Accountant - Graduate in Economics Honors from Shriram College of Commerce Delhi,
Experience (including expertise in specific functional area)/ Brief Resume	Mr. Ravi Mehra has more than 3 decades of experience in the Industry. He has a rich management experience in auto sector and has handled roles in strategy, finance, marketing, manufacturing, materials, HR, and product/ technology development.	Mr. Rajiv Batra (age 68 years), is Chartered Accountant from ICAI and Economics Honors graduate from Shriram College of Commerce, Delhi. He is a seasoned professional with over four decades of experience in Finance and Accounting across India and US. He is a passionate business Leader helping them with their plans to scale up, guiding them with strategic business inputs, as well as providing them with timely interventions and support, including cost effective sources of funding. Earlier, Mr. Rajiv Batra has worked with Xerox for 15 years. He was one of first founding employees of the finance function at Xerox in India rose to Chief Financial officer. He subsequently moved to Xerox Inc. based at Stamford Connecticut USA – as Head for Controls across Developing Markets and in less than 18 months moved as CFO for the Developing markets. He has also worked with Digital Equipment India Limited, a subsidiary of US \$12 Billion listed Corporation and Cummins India Ltd as CFO leading their finance function and instrumental in financial turnaround as well as business restructuring.

Name of Director	Mr. Ravi Mehra	Mr. Rajiv Batra
The skills and capabilities required for the role and manner in which the Director meets such requirements	Mr. Ravi Mehra is a qualified Chartered Accountant, and a fellow member of the Institute of Chartered Accountants of India and The Institute of Company Secretaries of India. With more than 3 decades in the industry, Mr. Mehra has a rich management experience and has handled roles in strategy, finance, marketing, manufacturing, materials, HR, and product/technology development. Mr. Mehra's association with Uno Minda dates back to 1995, when he joined the Group as General Manager (Finance). He has held various leadership positions in Uno Minda Group. Under his leadership, the Group's 2W/3W switch business has expanded globally, catering to ASEAN countries, Europe, and Japan, besides being No. 1 in India	Mr. Rajiv Batra 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: <ul style="list-style-type: none"> a. Four decades of experience in Finance and Accounting across India and US. b. He is a passionate business leader helping business them with their plans to scale up, guiding them with strategic business inputs, as well as providing them with timely interventions and support, including cost effective sources of funding. c. He also meets the skill/experience/competency as mentioned in the corporate governance report of the Company for the F.Y. 2022-23.
Terms and Conditions of Appointment / Reappointment	As disclosed in explanatory statement at item no. 1 of the Notice	As disclosed in explanatory statement at item no. 2 of the Notice
Existing and Proposed Remuneration (including sitting fees, if any)	As disclosed in explanatory statement at item no. 1 of the Notice	Will be paid sitting fee for attending meetings of the Board & Board Committees and remuneration as per Nomination and remuneration policy of the Company
Date of first appointment on the Board	1 April 2021	1 April 2022
Shareholding in the Company as on the Date of Notice including shareholding as beneficial owner	299,816 equity shares (0.052%)	Nil
Relationship with other Directors/Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Number of meetings of the Board attended during the period from April 01, 2023 till the Date of Notice	5	6
Directorships of other Boards as on the Date of Notice	MI Torica India Private Limited MITIL Polymer Private Limited	Uno Minda Buehler Motor Private Limited MITIL Polymer Private Limited MI Torica India Private Limited UnoMinda Ev Systems Private Limited UFO Moviez India Limited The Hi-Tech Gears Limited
Membership/ Chairmanship of Committees (Audit Committee and Stakeholders Relationship Committee position of public Limited Companies) of other Boards as on date of notice	0	No. of Companies in which Chairmanship held- 2 No. of Companies in which Membership held- 5

Name of Director	Mr. Ravi Mehra	Mr. Rajiv Batra
Names of the Listed Entities from which resigned in last 3 years	Nil	Nil

Registered Office:

Uno Minda Limited
(formerly known as Minda industries Limited)

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

CIN: L74899DL1992PLC050333

Date : 07-02-2024

Place : Gurugram

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

Tarun Kumar Srivastava
Company Secretary and Compliance Officer
Membership no. ACS-11994