



## Uno Minda Limited

(formerly known as Minda Industries Limited)  
(CIN-L74899DL1992PLC050333)

Regd. Office: B-64/1, Wazirpur Industrial Area, Delhi-110052  
Tel: +91 11 49373931/+91 124 2290427/28; Fax + 91 124 2290676 / 2290695  
Website: [www.unominda.com](http://www.unominda.com) ; E-mail: [csmil@unominda.com](mailto:csmil@unominda.com)

### NOTICE OF POSTAL BALLOT

**{Pursuant to Section 108 and 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 and applicable circulars issued by the Ministry of Corporate Affairs, Government of India }**

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 108 and 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**") as amended from time to time, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA"), inter-alia, for conducting Postal Ballot through E-voting vide General 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, 11/2022 dated December 28, 2022, and 09/2023 dated 25th September, 2023 (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 for the time being in force, the Company hereby seeks your approval in respect of the special businesses as set out hereunder by passing resolution by postal ballot only through remote e-voting process (voting by electronic means) ("**e-voting**").

In compliance with the MCA Circulars and Section 108 and 110 of the Act and Rules made thereunder, this postal ballot notice along with explanatory statement 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**") or Depository Participants/ Depositories 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. Each Member's voting rights shall be reckoned in proportion to his/her share of the paid-up equity share capital of the Company as on Cut-off date, which will only be considered to avail the facility of Remote E-voting. If member's e-mail address is not registered with the Company/ Depositories, then please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID and password for remote e-voting.

The proposed resolution and explanatory statement pertaining to the said resolution setting out all the material facts concerning thereto as required in terms of Section 102 and Section 110 of the Act read with the applicable Rules, SS-2, the MCA Circulars, Listing Regulations are appended below seeking consent of the Members of the Company through e-voting.

The Company has, in compliance with Rule 22(5) of the Rules, appointed Mr. Rupesh Agarwal (ACS No. 16302, CP No. 5673), or failing him Mr. Shashikant Tiwari (FCS No. 11919, C.P. No.: 13050), or failing him, Mr. Lakhan Gupta (FCS No. 12682, C.P. No.: 26704), 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.nsd.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 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, September 13, 2024 ("**cut-off date**") and whose email addresses are registered with the Company/Registrar and Transfer Agent ("**RTA**") 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. Any person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.

The e-voting period shall commence on Thursday, September 19, 2024 at 09:00 A.M. IST and end on Friday, October 18, 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 Friday, October 18, 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 Monday, October 21, 2024 by the Chairman or in his absence by the authorized person.

The results of the Postal Ballot will be intimated to the National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE), where the shares of the Company are listed. The said results along with the Scrutinizer's Report will also be displayed on the website of the Company ([www.unominda.com](http://www.unominda.com)) as well as on NSDL's website- [www.evoting.nsdl.com](http://www.evoting.nsdl.com). In accordance with SS-2 the resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e., Friday, October 18, 2024 at 05:00 P.M. IST. The results shall also be displayed on the Notice Board of the Company at its Registered office as well as its corporate office.

You are requested to peruse the following proposed Resolution along with the Explanatory Statement contained herein and thereafter accord your assent or dissent by means of Remote E-voting facility only.

**SPECIAL BUSINESS:**

**1. TO APPROVE THE APPOINTMENT OF DR. SANDHYA SHEKHAR (DIN: 06986369) AS A NON-EXECUTIVE 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 ("Rules") and Regulation 16(1)(b) & 17 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, and on the recommendations of the Nomination and Remuneration Committee of the Company and the Board of Directors of the Company, Dr. Sandhya Shekhar (DIN: 06986369) who was appointed pursuant to Section 161 of the Act as an Additional Director in the category of Non-Executive Independent Director on the Board of the Company w.e.f. September 01, 2024, and who has submitted a declaration that she meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of 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 Independent Director of the Company, be and is hereby appointed as a Director in the category of an Independent Director of the Company, not liable to retire by rotation, and shall hold office for a period of 2 (two) consecutive years from the date of appointment i.e. September 01, 2024 up to August 31, 2026.

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

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: August 07, 2024  
Place: Gurugram

Sd/-  
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 Resolution 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, September 13, 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, September 13, 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 Thursday, September 19, 2024 at 09:00 A.M. IST and end on Friday, October 18, 2024 at 05:00 P.M. IST.
- 7) The Results of the Postal Ballot will be announced on or before Monday, October 21, 2024 by the Chairman or any other Director or the Company Secretary of the Company ("authorized person"), duly authorised in writing by the Chairman which shall be displayed on the Notice Board of the Company at its Registered office as well as its corporate office. The result will also be placed at the website of the company at [www.unominda.com](http://www.unominda.com), websites of 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.nsdl.com](http://www.evoting.nsdl.com)
- 8) In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register/update their e-mail address/Bank Account details/Mobile Number/PAN/Choice of Nomination/specimen signatures. Members holding shares in physical mode and who have not updated their email addresses/Bank Account details/Mobile Number/PAN/Choice of Nomination/specimen signatures with the Company are requested to update the same by writing to the Company at [investor@unominda.com](mailto:investor@unominda.com) /RTA email id [virenders@alankit.com](mailto:virenders@alankit.com) along with the copy of the signed request letter mentioning the Folio Number, name and address of the Member, scan copy of share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member along with Form ISR-1, ISR-2, ISR-3/SH-13 and SH-14. Members holding shares in dematerialized mode are requested to register / update their email addresses, Bank account details / Mobile Number/ PAN/ choice of Nomination with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Bank account details / Mobile Number / PAN/choice of Nomination, Members may write to [investor@unominda.com](mailto:investor@unominda.com)
- 9) E-voting procedure is mentioned herein below.
- 10) This Postal Ballot notice is uploaded on the website of the Company i.e. [www.unominda.com](http://www.unominda.com) and also on the website of Stock Exchanges. i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at <https://www.evoting.nsdl.com/>. Members who do not receive the Postal Ballot Notice may download it from the abovementioned websites.
- 11) All documents referred to in this Notice and Explanatory Statement will be available for inspection by the Shareholders electronically on all working days except National or declared holidays from the date of dispatch of Notice up to the last date of e-voting i.e., October 18, 2024 at 05:00 P.M. Members seeking to inspect such documents can send an email to [investor@unominda.com](mailto:investor@unominda.com).
- 12) Resolution passed (if passed by requisite majority) by the Members through Postal Ballot are deemed to have been passed at a General Meeting of the Members convened in that behalf.

**13) PROCEDURE AND INSTRUCTIONS FOR E-VOTING:****How do I vote electronically using NSDL e-Voting system?**





*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system****A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to <b>e-Voting website of NSDL</b> for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 20px;"> <p><b>NSDL Mobile App is available on</b></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"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can Contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 131714 then user ID is 131714001***

5. **Password details for shareholders other than Individual shareholders are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto: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 [rupesh@cacsindia.com](mailto:rupesh@cacsindia.com) or failing him, [shashikant@cacsindia.com](mailto:shashikant@cacsindia.com), or failing him, [lakhan@cacsindia.com](mailto:lakhan@cacsindia.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 -2499 7000 or send a request to Dr. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto: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 resolution set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investor@unominda.com](mailto:investor@unominda.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investor@unominda.com](mailto:investor@unominda.com). If you are an Individual 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](mailto: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.

**General instructions:**

1. Contact details of the official responsible to address the grievances connected with the e-voting for postal ballot: The Company Secretary, Uno Minda Limited (formerly known as Minda Industries Limited), Village Nawada Fatehpur, P.O. Sikandarpur Badda, Near IMT Manesar, Gurgaon-122004, Haryana, Tel: +91 124 2290676, E-mail: [csmil@unominda.com](mailto:csmil@unominda.com).
2. 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.
3. 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. As per SEBI mandate, any service requests or complaints received from the Shareholder shall be processed only after furnishing PAN and other KYC Details (i.e. Contact Details, Bank Account Details and Specimen Signature).

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND SECTION 110 OF COMPANIES ACT, 2013 ("THE ACT")****ITEM NO.1**

Pursuant to the relevant provisions of the Companies Act, 2013 (**the 'Act'**) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), in terms of the Nomination and Remuneration Policy of the Company and on the recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on August 7, 2024 appointed Dr. Sandhya Shekhar (DIN:06986369), as an Additional Director in the category of Independent Director of the Company for a period of two (2) years with effect from September 01, 2024.

Dr. Sandhya Shekhar currently works with the Industry, academia as well as the start-up and innovation ecosystem. She serves on several expert committees, including selection committees of BIRAC, Bionest (a Govt. of India entity) for providing government grants to set up and scale bio-tech incubators nationally to create a robust innovation ecosystem. She also is an Advisor and Strategy Consultant to several corporates. Her competency also include areas Business Strategy, Digital Transformation and Virtualisation, managing and scaling up Innovation and Knowledge Ecosystems, Sustainability, Corporate Governance, Enterprise Solutions, Business Process Optimization and e-Learning. She also has served as an Advisor to State Bank of India as part of the IT Advisory Council for Digital Transformation. She serves as an independent director on the governing boards of Simpson & Co. Ltd. and IP Rings Ltd., and recently completed two terms on the boards of Amco Batteries and Bimetal Bearings Ltd. She advises and teaches at several institutions in India and abroad. She is a visiting / guest faculty at IIT Madras, Great Lakes Institute of Management, National Rail and Transportation Institute etc., teaching a wide variety of courses from Digital Transformation and Business Strategy to Leadership and Life Skills. She is a member of several advisory boards including SOIL Institute of Management, the Sarada Ranganathan Endowment for Library Science, Stella Maris College for the International MBA program in collaboration with Liverpool Hope University, U.K. She has served on Government of India policy committees including India's Science, Technology & Innovation Policy.

In addition to this she has over three decades of professional experience, occupying various CXO positions. She has also worked at the confluence of industry and academic fraternities helping to build and scale a vibrant innovation ecosystem, in her former role as the founding CEO of IIT Madras Research Park, the first university research park in the country. She also had an extensive industry experience, having worked as Director, Asia Pacific Consulting – Gartner Inc. (spearheading the crafting of business and digital strategies for Fortune 500 companies); CTO, BConnectB.com (setting up several digital pure-plays in the BOT mode); Head, Knowledge Management Research - Aptech (evolving Knowledge Strategies for global organisations); and Group Consultant – NIIT (leading the consulting practice).

She did her management studies at the Indian Institute of Management, Bangalore. She earned her PhD from IIT Madras, with her dissertation winning the award for outstanding doctoral research from the European Foundation for Management Development and Emerald. She is a recipient of several awards like the Excellence Award at Gartner, outstanding achievement awards at NIIT and Aptech and personal commendation letters from global leaders (including Prof. Charles Vest, Prof Emeritus



MIT and former President of the US Academy of Engineering, Rt. Hon. David Willet, House of Commons, UK and Dr. V.K. Saraswat, former Chairman DRDO & Scientific Advisor to the Defence Minister) for her work at IITM Research Park. She was felicitated as an Outstanding Woman Achiever during the 100th International Women's Day. A prolific speaker, she is frequently invited to international and national forums including TEDx, BITKOM (the nodal IT association in Germany), World Innovation Summit Doha, London Business School, KM World Conference Santa Clara, ISONe World Conference Las Vegas, roundtables hosted by the United Kingdom Trade & Investment department, CII, FICCI NASSCOM, MMA, etc. An author of several books, papers and articles, her book on Knowledge Management was the first Indian book on the subject. Her latest book titled 'Managing the reality of virtual organizations' published by Springer has received worldwide acclaim.

The Company follows a robust process for Board appointments. The Board deliberates on various factors including the present composition of the Board to ensure optimum combination of executive and non-executive directors including independent directors, tenure of the board members, skill matrix including skill gaps, diversity, time-commitment and statutory requirements etc.

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 Regulation 17(1C) of Listing Regulations, every listed entity shall ensure that approval of shareholders for appointment or re-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 Dr. Sandhya Shekhar, as a Non-Executive Independent Director of the Company.

The Board has received requisite disclosures/declarations from Dr. Sandhya Shekhar viz. (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; and all other necessary information/documents/declarations.

As per regulation 25(8) of LODR, Dr. Sandhya Shekhar has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence as an Independent Director of the Company.

Further, Dr. Sandhya Shekhar has registered herself in the data bank in the Independent Director's with the Indian Institute of Corporate Affairs.

Further, the Company has received a notice in writing from a Member, in terms of Section 160(1) of the Act, proposing her candidature for the office of 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.

Dr. Sandhya Shekhar is not related to any Director or any other Key Managerial Personnel of the Company.

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.

In the opinion of the Board, Ms. Sandhya Shekhar, proposed to be appointed as Independent Director is a person of integrity and fulfils the conditions as specified in the Act and the rules made thereunder and she is independent of the management. Her vast technical experience will immensely benefit the Company. Therefore, Board recommends the Special Resolution as set forth in Item No. 1 of the accompanying Notice for the approval of the Members of the Company.

## Annexure-1

**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 DIRECTOR SEEKING APPOINTMENT THROUGH POSTAL BALLOT PROCESS

Name of Director	Dr. Sandhya Shekhar
DIN	06986369
Date of Birth	December 27, 1962
Age (in years)	61 Years
Nationality	Indian
Qualification	Management Studies- IIM, Bangalore PhD- IIT, Madras
Experience (including expertise in specific functional area)/ Brief Resume	Dr. Sandhya Shekhar has over three decades of professional experience, occupying various CXO positions. She was the founding CEO of IIT Madras Research Park, India's first university research park. Her extensive industry experience includes: <b>Director, Asia Pacific Consulting:</b> Gartner Inc., <b>CTO:</b> BConnectB.com <b>Head, Knowledge Management Research:</b> Aptech <b>Group Consultant:</b> NIIT The further details of her experience are mentioned in Item no. 1 to Explanatory statement of the Notice
The skills and capabilities required for the role and manner in which the Director meets such requirements	As mentioned in Item no. 1 to Explanatory statement of the Notice
Terms and Conditions of Appointment / Reappointment	As mentioned in Item no. 1 to Explanatory statement of the Notice
Existing and Proposed Remuneration (including sitting fees, if any)	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 01, 2024
Shareholding in the Company as on the Date of Notice including shareholding as beneficial owner	Nil
Relationship with other Directors/Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Number of meetings of the Board of Uno Minda Limited (Formerly Known as Minda Industries Limited) held and attended by Dr. Sandhya till the date of the Notice	Nil
Directorships of other Boards as on the Date of Notice	Listed Company: IP Rings Limited
Membership/ Chairmanship of Committees in Uno Minda Limited (Formerly Known as Minda Industries Limited) as on date of notice	Nil
Membership/ Chairmanship of Committees (Audit Committee and Stakeholders Relationship Committee position of other public Limited Companies) as on date of notice	<b>IP Rings Limited</b> Audit Committee- Member Stakeholders' Relationship Committee: Member
Names of the Listed Entities from which resigned in last 3 years	Bimetal Bearings Limited

**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: August 07, 2024  
Place: Gurugram

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