



## 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)

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### 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, 11/2022 dated December 28, 2022, and 09/2023 dated 25<sup>th</sup> 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 e-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), 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 of the Company, whose names appear in the Register of Members/the list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on Friday, May 3, 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 resolutions 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 Friday, May 10, 2024 at 09:00 A.M. IST and end on Saturday, June 8, 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, June 8, 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 at registered office on or before Tuesday, June 11, 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](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 resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e., Saturday, June 8, 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.

**SPECIAL BUSINESS:**

**1. TO APPROVE THE APPOINTMENT OF MR. VIVEK JINDAL (DIN: 01074542) AS A WHOLE TIME DIRECTOR OF THE COMPANY AND TO FIX HIS REMUNERATION FOR A 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 appointment of Mr. Vivek Jindal (DIN: 01074542) as a Whole time director of the Company for a period of 3 (Three) years, 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, variable pay 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 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. Vivek Jindal.

**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

Date : 01-04-2024  
Place : Gurugram

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

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 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, May 3, 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, May 3, 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, May 10, 2024 at 09:00 A.M. IST and end on Saturday, June 8, 2024 at 05:00 P.M. IST.
- 7) The Results of the Postal Ballot will be announced at registered office on or before Tuesday, June 11, 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](http://www.unominda.com) besides communicating to the stock exchanges i.e. BSE Ltd. and National Stock Exchange of India Ltd. on which the shares of the Company are listed. The same d will also be available on NSDL's website- [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 8) **Registration of email-id for shareholders holding physical shares:**

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](mailto:csmil@unominda.com) /RTA email id [virenders@alankit.com](mailto: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](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 the accompanied Notice and Explanatory Statement will be available for inspection by the Shareholders electronically on all working days from the date of dispatch of Notice up to the last date of e-voting i.e., June 08, 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) PROCEDURE AND INSTRUCTIONS FOR E-VOTING:****How do I vote electronically using NSDL e-Voting system?**


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

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the 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> </ol>

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can Contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

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 128477 then user ID is 128477001***

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 [shashikant@cacsindia.com](mailto:shashikant@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 Ms. 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 resolutions set out in this notice:**

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

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT,2013****ITEM NO.1**

Mr. Vivek Jindal (DIN: 01074542) was appointed as an Additional Director (Non-Executive and Non-Independent) of the Company w.e.f. April 01, 2023 and approved by the shareholders of the Company through postal ballot on 25<sup>th</sup> June 2023. Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors ('Board'), at its meeting held on April 01, 2024, appointed Mr. Vivek Jindal as the Whole-time Director for a period of three (3) years effective April 01, 2024 till March 31, 2027, subject to approval of the shareholders on the terms and conditions including remuneration subject to revision from time to time (which includes the payment of salary, allowances, variable pay and perquisites) as stated below:

<b>S. No.</b>	<b>Particulars of Remuneration</b>
1	Basic Salary Rs 13,74,772 per month
2	Other Allowances (CEA, Uniform, periodicals, Mobile and professional pursuit) – Rs 28,450 per month
3	House Rent Allowance and City Compensatory Allowance 40% of Basic
4	Variable pay upto 20 % of Gross Salary The variable pay is linked to KPIs defined at the beginning of the year along with annual targets.
5	Payment of Leave Travel Allowance as per rules of the Company presently Rs 2,13,000/- P.A.
6	Provision of car/benefit under car scheme. Reimbursement of car running & maintenance expense and driver salary as per rules of the Company
7	Reimbursement of the entertainment, travelling and all other expenses incurred by him for the business of the Company
8	Company's contribution to Provident Fund and Superannuation Fund, as per the Rules of the Company
9	Gratuity payable as per Company Policy
10	Leave with full pay and allowance: Leave with full pay and allowance as per Company's policy. Encashment of leave as per Company Policy
11	Medical insurance for self and family as per Company policy.
12	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 the tenure.
13	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.
14	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
15	Notice Period: As per rules of the Company
16	Other rules of the Company which are applicable to his grade shall also be applicable on him.
17.	Annual increments shall be given to him as decided by NRC and the Board. The remuneration payable to Mr. Vivek Jindal (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. However, the total remuneration paid to Managing Director or Whole-Time Director or Manager shall not exceed ten percent of the net profits of the Company. 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.
	Current CTC-Rs. 3.29 Crores P.A.

Mr. Vivek Jindal has also confirmed that he is neither disqualified from being appointed 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. Jindal satisfies all the conditions as set out in Part I of Schedule V to the Act and also the conditions set out under Section 196(3) of the Act for being eligible to be appointment as Whole Time Director. Mr. Vivek Jindal is not a director of any defaulting or fraudulent company.



Mr. Vivek Jindal does not hold any whole-time position in any of the subsidiaries and does not receive remuneration from subsidiaries.

The Board, while appointing Mr. Vivek Jindal as the Whole-time Director, considered his background, experience and contributions to the Company during his past tenure as the director of the Company.

**Brief Profile of Mr. Vivek Jindal:**

Mr. Vivek Jindal has rich experience of 19 years in the automotive Industry and has skills and deep understanding of automotive engineering & technology and has strong leadership qualities and capabilities to drive strategy in auto sector. Mr. Jindal completed his engineering from IIT Delhi, MBA from Katz Graduate School of Business (University of Pittsburgh - USA) and Executive MBA (PLD) program from Harvard Business School. He is also member of Entrepreneurs Organization (EO)- Delhi Chapter, Regional Chairperson-Northern Region of ACMA and Member of CII Haryana State Council. Before joining Minda Group, he had worked in Infosys Technologies and India Bulls.

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 appointment may be treated as a written memorandum setting out the terms of appointment of Mr. Vivek Jindal under Section 190 of the Companies Act, 2013.

Mr. Vivek Jindal is son in law of Mr. Nirmal K Minda, Chairman and Managing Director of the Company.

Except Mr. Vivek Jindal and Mr. Nirmal K Minda, 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 appointment of Mr. Vivek Jindal as a Whole-Time Director of the Company. Therefore, 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.

**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 THROUGH POSTAL BALLOT PROCESS**

<b>Name of Director</b>	<b>Mr. Vivek Jindal</b>		
DIN	01074542		
Date of Birth	24 October 1978		
Age	45 years		
Nationality	Indian		
Qualification	Course	University/ Institution	
	B Tech., Manufacturing Engineering	Indian Institute of Technology (IIT), Delhi	
	MBA, Finance & Strategy	Katz Graduate School of Business, University of Pittsburgh, PA	
	Executive MBA (Program on Leadership Development- PLD)	Harvard Business School, Boston, MA	
Experience (including expertise in specific functional area)/ Brief Resume	As disclosed in explanatory statement at item no. 1 of the Notice		
The skills and capabilities required for the role and manner in which the Director meets such requirements	As disclosed in explanatory statement at item no. 1 of the Notice		
Terms and Conditions of Appointment / Reappointment	As disclosed in explanatory statement at item no. 1 of the Notice		
Existing and Proposed Remuneration (including sitting fees, if any)	As disclosed in explanatory statement at item no. 1 of the Notice		
Date of first appointment on the Board	1 April 2023		
Shareholding in the Company as on the Date of Notice including shareholding as beneficial owner	1,45,184 equity shares		
Relationship with other Directors/Key Managerial Personnel	Mr. Vivek Jindal is son in law of Mr. Nirmal K Minda, Chairman and Managing Director of the Company. Other than that, he does not have any relationship with any director or key managerial personnel of the company.		
Number of meetings of the Board of Uno Minda Limited (Formerly Known as Minda Industries Limited) held during the period and attended by Mr. Jindal		During FY 2023-24	During FY 2024-25
	Held	7	1
	Attended	6	0
Directorships of other Boards as on the Date of Notice	<b>Listed Company:</b> Nil <b>Unlisted Companies:</b> Jindal Soft Italia Seating Private Limited Minda Westport Technologies Ltd. Minda Onkyo India Private Limited Automotive Component Manufacturers Association of India		
Membership/ Chairmanship of Committees in Uno Minda Limited (Formerly Known as Minda Industries Limited) as on date of notice	<ul style="list-style-type: none"> <li>Member of Corporate Social Responsibility Committee</li> <li>Member of Stakeholders Relationship Committee</li> </ul>		

Membership/ Chairmanship of Committees (Audit Committee and Stakeholders Relationship Committee position of other public Limited Companies) as on date of notice	0
Names of the Listed Entities from which resigned in last 3 years	Nil

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

Date : 01-04-2024  
Place : Gurugram

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

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