



Uno Minda Limited

(CIN-L74899DL1992PLC050333)

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

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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 (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, 09/2023 dated 25 September, 2023 and 09/2024 dated September 19, 2024 (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 read with SEBI Circulars and Section 108 and 110 of the Act and Rules made thereunder, this postal ballot notice along with explanatory statements 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/its share in 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 resolutions and explanatory statements 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, C.P. No.: 5673) or failing him Mr. Shashikant Tiwari (FCS No. 11919, C.P. No.: 13050), 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, April 04, 2025 (**"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, April 10, 2025 at 09:00 A.M. IST and end on Friday, May 09, 2025 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, May 09, 2025 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, May 12, 2025 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) as well as on NSDL's website- 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, May 09, 2025 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 resolutions 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 RE-DESIGNATION AND APPOINTMENT OF MR. NIRMAL K MINDA (DIN: 00014942) AS EXECUTIVE CHAIRMAN (EXECUTIVE DIRECTOR) OF THE COMPANY

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

"RESOLVED THAT in partial modification of the resolution passed on March 27, 2023 and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder and Schedule V of the Act read with Regulation 17 (6) (e) and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), 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 and Nomination and Remuneration Policy 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), the consent of the members be and is hereby accorded for the re-designation and appointment of Mr. Nirmal K Minda (DIN: 00014942) as Executive Chairman (Executive Director) of the Company with effect from April 1, 2025 till the expiry of his current tenure i.e., March 31, 2027, ("Tenure") who shall be liable to retire by rotation, on the terms and condition including remuneration (which includes the payment of salary, allowances, Commission and perquisites) as detailed in the explanatory statement attached hereto.

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

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

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

2. TO APPROVE THE RE-DESIGNATION AND APPOINTMENT OF MR. RAVI MEHRA (DIN: 01651911) AS MANAGING DIRECTOR OF THE COMPANY

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

"RESOLVED THAT in partial modification of the resolution passed on March 23, 2024 and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable

provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder and Schedule V of the Act read with Regulation 17 and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), 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 and Nomination and Remuneration Policy 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 be 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), the consent of the members be and is hereby accorded for the re-designation and appointment of Mr. Ravi Mehra (DIN:01651911) as a Managing Director of the Company with effect from April 1, 2025 till the expiry of his current tenure i.e., March 31, 2027, ("Tenure") who shall be liable to retire by rotation, on the terms and condition including remuneration (which includes the payment of salary, allowances, Commission and perquisites) as detailed in the explanatory statement attached hereto.

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

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

3. TO APPROVE THE APPOINTMENT OF MS. PARIDHI MINDA (DIN: 00227250) AS A DIRECTOR IN THE CATEGORY OF NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made

thereunder read with Regulation 17 and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), 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 in terms of Articles of Association and Nomination and Remuneration Policy of the Company and subject to 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 be 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), Ms. Paridhi Minda (DIN: 00227250), who was appointed pursuant to Section 161 of the Act as an Additional Director in the category of Non-Executive Director on the Board of the Company w.e.f. April 01, 2025, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director in the category of an Non-Executive Director of the Company, liable to retire by rotation, w.e.f April 01, 2025.

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."

4. TO APPROVE THE APPOINTMENT OF MS. PALLAK MINDA (DIN: 07991658) AS A DIRECTOR IN THE CATEGORY OF NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder read with Regulation 17 and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), 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 in terms of Articles of Association and Nomination and Remuneration Policy of the Company and subject to 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 be 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), Ms. Pallak Minda (DIN: 07991658), who was appointed pursuant to Section 161 of the Act as an Additional Director in the category of Non-Executive Director on the Board of the Company w.e.f. April 01, 2025, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director in the category of an Non-Executive Director of the Company, liable to retire by rotation, w.e.f April 01, 2025.

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."

5. TO APPROVE THE APPOINTMENT OF MR. SHEKAR VISWANATHAN (DIN: 01202587) 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 & 25 and other 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, and on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Shekar Viswanathan (DIN: 01202587), 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. April 01, 2025, and who has submitted a declaration that he 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 from a member under Section 160(1) of the Act, proposing his 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 to hold office for a period of 2 (two) consecutive years from the date of appointment i.e. April 01, 2025 up to March 31, 2027.

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."

6. TO APPROVE THE APPOINTMENT OF MR. ABHAY DAMLE (DIN: 06845673) 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 & 25 and other 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, and on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Abhay Damle (DIN: 06845673), 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. April 01, 2025, and who has submitted a declaration that he 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 from a member under Section 160(1) of the Act, proposing his 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 to hold office for a period

of 2 (two) consecutive years from the date of appointment i.e. April 01, 2025 up to March 31, 2027.

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."

7. TO APPROVE THE 'UNO MINDA EMPLOYEE STOCK OPTION SCHEME 2025' OR 'UNO MINDA ESOS-2025'

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and applicable rules framed there under (including any amendment(s), statutory modification(s) or re-enactment thereof), relevant provisions of the Memorandum and Articles of Association of the Company, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions of Regulation 6(1) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "SEBI SBEB Regulations"), issued by the Securities and Exchange Board of India ("SEBI"), applicable provisions of the Foreign Exchange Management Act, 1990, as amended or restated and rules, circulars, notifications, regulations and guidelines issued thereunder ("FEMA") and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject to such other approvals, permissions and sanctions as may be necessary from the appropriate regulatory authority(ies) / institution(s), time to time and subject to such conditions and modifications as may be prescribed or imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approvals, permissions and sanctions, the consent of members of the Company be and is hereby accorded to introduce, create, approve, adopt and implement **Uno Minda Employee Stock Option Scheme 2025** or **UNO MINDA ESOS-2025** (hereinafter referred to as "**the Scheme**") and the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee ("**NRC**"), which the Board has constituted/ delegated in order to exercise its powers, including the powers, conferred by this resolution), be authorised under the Scheme, to introduce, create, grant, offer, issue and allot equity shares of the Company having face value of Rs. 2/- per share ("**Equity Shares**") by way of issuance of Employee Stock Options ("**Options**"), the salient features of which are furnished in the Explanatory

Statement to this Notice, to the Employees as designated by the Company, who are exclusively working in India or outside India and Directors, whether whole-time or otherwise, including the non-executive director (other than Promoters or members belonging to the Promoter Group of the Company, Independent Directors and Directors, who, either themselves or through their relatives or through any body corporate, holds directly or indirectly more than 10% of the outstanding Equity Shares of the Company), and who fulfil the eligibility criteria as determined by NRC ("**Eligible Employees**"), at an exercise price as stated in the Explanatory Statement, in one or more tranches, and on such terms and conditions, as may be fixed or determined by the Board in accordance with the Scheme and applicable laws.

RESOLVED FURTHER THAT, the maximum number of Options that can be granted under the Scheme which will be convertible into Equity Shares, wherein each Option is equivalent to one Equity Share, shall not exceed 2,87,08,192 Options (Two Crores Eighty Seven Lacs Eight Thousand One Hundred & Ninety Two), i.e., 5% (Five Percent) of the paid-up equity share capital of the Company as on March 30, 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity Shares to the Eligible Employees from time to time in accordance with the Scheme and other applicable laws in force and such Equity Shares shall rank pari passu in all respects with the existing Equity Shares.

RESOLVED FURTHER THAT the Scheme shall be administered by the Nomination and Remuneration Committee, who shall have all necessary powers as defined in the Scheme and the Nomination and Remuneration Committee is hereby designated as Compensation Committee in pursuance of the SEBI SBEB Regulations.

RESOLVED FURTHER THAT the Scheme shall be implemented through direct route, for extending the benefits to the Eligible Employees by the way of fresh allotment from the Company.

RESOLVED FURTHER THAT the Board is empowered to make fair and reasonable adjustment, in its sole and absolute discretion in accordance with applicable laws to the terms of grant made under the Scheme in case of any corporate action(s) such as right issues, bonus issues, change in capital structure and others, or sub-division or consolidation of Equity Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to implement, formulate, evolve, decide upon and bring into effect the Scheme and to modify, change, vary, alter, amend, revise, suspend or terminate the Scheme subject to the compliance with the applicable laws and regulations including but not limited

to, amendment (s) with respect to price, period, eligibility criteria or to suspend, withdraw, terminate or revise the Scheme in such manner as the Board may determine in its sole discretion and to do all such acts, deeds, matters and things as may at its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and to the Equity Shares to be issued pursuant to the proposed Scheme without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT Chief Financial Officer and/ or Company Secretary of the Company be and is hereby severally authorized to take necessary steps for listing of the securities allotted under the Scheme on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended with the concerned Stock Exchanges and other applicable guidelines, rules and regulations and to modify and make necessary changes in the Scheme, as may be required by the Stock Exchanges, SEBI or such other statutory authority at the time of granting in-principle approval or such other approval as may be required, subject to compliance of applicable laws, unless such change is detrimental to the interest of the eligible employees of the Company.

RESOLVED FURTHER THAT the Board and/or any person as authorised by the Board, be and are hereby severally authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deem necessary including authorizing or directing the NRC to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of the Scheme and also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals and also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/ Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such necessary steps and decisions in this regard."

8. TO APPROVE THE GRANT OF STOCK OPTIONS TO THE EMPLOYEE(S) OF THE GROUP COMPANY(IES) INCLUDING SUBSIDIARY COMPANY(IES), ASSOCIATE(S) AND JOINT VENTURE(S) OF THE COMPANY UNDER 'UNO MINDA EMPLOYEE STOCK OPTION SCHEME 2025' OR 'UNO MINDA ESOS-2025'

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and rules framed there under (including any amendment(s), statutory modification(s) or re-enactment thereof), relevant provisions of the Memorandum and Articles of Association of the Company, relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to the provisions of Regulation 6(3)(c) and other applicable provisions, if any, of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as **"SEBI SBEB Regulations"**), issued by the Securities and Exchange Board of India (**"SEBI"**), applicable provisions of the Foreign Exchange Management Act, 1999, as amended or restated and rules, circulars, notifications, regulations and guidelines issued thereunder (**"FEMA"**) and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject to such other approvals, permissions and sanctions as may be necessary from the appropriate regulatory authority(ies) / institution(s), time to time and subject to such conditions and modifications as may be prescribed or imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approvals, permissions and sanctions, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the (**"Board"**) which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee(**"NRC"**), which the Board has constituted/ delegated in order to exercise its powers, including the powers, conferred by this resolution) to approve the extension of the benefits of **Uno Minda Employee Stock Option Scheme 2025** (hereinafter referred to as the **"Scheme"**) and to include the offer, issue and allot equity shares of the Company having face value of Rs. 2/- per share (**"Equity Shares"**) by way of issuance of Employee Stock Options (**"Options"**), the salient features of which are furnished in the Explanatory Statement to this Notice, to the Employees of the existing and future Group Company(ies), subsidiary(ies), joint ventures and associate company(ies) of the Company, whether in or outside India and including their Directors, whether whole-time or otherwise, including the non-executive directors, (other

than Promoters or members belonging to the Promoter Group of the Company/ or its subsidiary/ subsidiaries, Independent Directors and Directors, who, either themselves or through their relatives or through any body corporate, holds directly or indirectly more than 10% of the outstanding Equity Shares of the Company), and who fulfil the eligibility criteria as determined by Board (“**Eligible Employees**”), at an exercise price as stated in the Explanatory Statement, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the Scheme and applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity Shares to the Eligible Employees from time to time in accordance with the Scheme and other applicable laws in force and such Equity Shares shall rank *pari passu* in all respects with the then Equity Shares.

RESOLVED FURTHER THAT the Board is empowered to

make fair and reasonable adjustment, in its sole and absolute discretion in accordance with applicable law to the terms of grant made under the Scheme in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/ undertaking or other re- organization, change in capital and others, or sub-division or consolidation of Equity Shares.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to nominate and appoint one or more officials for carrying out any or all of the activities that the Board is authorized to do for the purpose of giving effect to this resolution and to do all such acts, deeds and things as may be required in this matter.”

Registered Office:

Uno Minda Limited

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

CIN: L74899DL1992PLC050333

Date: March 30, 2025

Place: Gurugram

By order of the Board of Uno Minda Limited

Sd/-

Tarun Kumar Srivastava

Company Secretary and Compliance Officer

ICSI 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 as on cut off date in electronic form only and physical copy of Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot as per the MCA Circulars issued from time to time. 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, April 04, 2025 (“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, April 04, 2025.
- 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 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 Thursday, April 10, 2025 at 09:00 A.M. IST and end on Friday, May 09, 2025 at 05:00 P.M. IST.
- 7) The Results of the Postal Ballot will be announced on or before Monday, May 12, 2025 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, 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

- 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 /RTA email id 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
- 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. i.e. BSE Limited and National

Stock Exchange of India Limited at www.bseindia.com and 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., Friday, May 09, 2025 at 05:00 P.M. IST. Members seeking to inspect such documents can send an email to 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"> 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. 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

Type of shareholders	Login Method
	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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.</p> <p>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 their vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the 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	<p>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.</p>

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](https://www.evoting.nsdl.com/).

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
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. 1800-21-09911

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:

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 133494 then user ID is 133494001***

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 rupesh@cacsindia.com or failing him, 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 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 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
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.

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, Village Nawada Fatehpur, P.O. Sikandarpur Badda, Near IMT Manesar, Gurgaon-122004, Haryana, Tel: +91 124 2290676, E-mail: 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 STATEMENTS PURSUANT TO SECTION 102 AND SECTION 110 OF COMPANIES ACT, 2013 ("THE ACT")

ITEM NO. 1

Mr. Nirmal K Minda joined the Company in 1992. He was appointed as Managing Director w.e.f. August 27, 2003. He was also appointed as Chairman w.e.f. May 27, 2010. Since

then, Mr. Nirmal K Minda is holding the office of Chairman & Managing Director in the Company.

As the organisation has reached a level of operations where for future growth and expansion in line with its vision, enhanced focus of the top management is required on current operations as well as long-term strategies, visions and goals. Therefore, the Board has decided to separate the roles of Chairman and Managing Director.

The Chairman shall focus on shaping long-term strategies, driving business growth, and further enhancing governance standards, to ensure that the organisation continues its journey of sustainable growth, resilient to risk while being able to encash opportunities and to drive the organisations towards its vision of being sustainable global organisation and enhance value for all its stakeholders, attains technology leadership while caring for its people like a family. The Managing Director shall be responsible for overseeing the overall operations of the Company. This structural change aims to provide enhanced strategic direction and operational efficiency under the dynamic business environment.

Accordingly, the Board, considering rich business experience of Mr. Nirmal K Minda and upon the recommendation of the Nomination and Remuneration Committee, proposed for the re-designation and appointment of Mr. Nirmal K Minda as Executive Chairman (Executive Director) of the Company.

As an Executive Chairman of the Company, Mr. Nirmal K Minda shall primarily focus and be responsible for the following:

- i. To lead the meetings of both the Board and shareholders, taking responsibility for fostering effective governance and to play a key role in managing the Board's activities, facilitating smooth communication among directors, and collaborating closely with the Board to support management in achieving organizational success.
- ii. To provide leadership to the Board and setting clear guidelines for the conduct and performance of directors, overseeing their evaluations, and managing the administrative functions related to Board activities.
- iii. Matters pertaining to governance, including the organization and composition of the Board, the organization and conduct of Board meetings, and the effectiveness of the Board of Directors, Board Committees, and individual directors, in fulfilling their responsibilities.
- iv. To work actively with the Nomination and Remuneration Committee to plan and structure the composition of the Board and its Committees, guide the onboarding of new directors, plan for directors & Senior Management Personnel succession, and meet with individual directors for constructive feedback and support.
- v. To drive strategies, focus on risk management, business growth & expansion, both organic & inorganic, mergers

& acquisitions, new technologies, new joint venture relations, technology relationships, etc.

- vi. To advise the Managing Director in maintaining a harmonious balance between achieving business goals and ensuring the long-term well-being and sustainability of the organization, in the best interest of all stakeholders.
- vii. To support the Managing Director to foster and nurture robust, strategic relationships with global clients, including requisite support in significant business negotiations and partnerships.
- viii. To promote the development of an inclusive organizational culture aligned with the Group Vision and Values.
- ix. As and when required, to represent the Group with influential policy-makers, industry organizations, ambassadors, and other key stakeholders, while managing important diplomatic and political relations across key global regions, shaping and enhancing the public narrative of the company.
- x. To promote sustainable practices including ESG and Corporate Social Responsibility to position the organization as an ethical and responsible entity in both business and societal contexts.
- xi. To act as a Chief Mentor and Happiness Officer at the Uno Minda Group.
- xii. To undertake such tasks related to the Group business as may be assigned by the Board from time to time. His powers and responsibilities will align with his position as Executive Chairman, while being subject to the oversight, control, and direction of the Board. The Board has the authority to grant power of attorney or delegate powers that are consistent with his role. The Board retains the right to modify, expand, or reduce his duties during the course of his employment. However, the Board will engage in discussions with him regarding any changes to his role and responsibilities, ensuring they remain in line with his position as Executive Chairman, without affecting the Board's authority.

Mr. Nirmal K Minda was re-appointed as the Chairman and Managing Director for a period of 4 (four) years with effect from April 01, 2023 till March 31, 2027 on the terms and conditions including remuneration, as approved by the shareholders through postal ballot dated March 27, 2023. Now, to give effect of the aforementioned decision to separate the role of Chairman and Managing Director and upon recommendation of Nomination and Remuneration Committee, the Board of Directors at its adjourned meeting held on March 30, 2025, approved the re-designation and appointment of Mr. Nirmal K Minda (DIN: 00014942) as Executive Chairman (Executive Director) of the Company, with effect from April 01, 2025 till the expiry of his current tenure i.e., March 31, 2027, as per the provisions of Sections 196,

197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder and Schedule V of the Act read with Regulation 17 (6) (e) and other applicable Regulations, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), subject to the approval of the shareholders of the Company.

Mr. Nirmal K Minda (DIN: 00014942) (aged 67 years), is the Promoter of the Company and an industrialist with rich business experience of about five decades in the Auto Components Sector, he has been instrumental in forging new alliances and joint venture partnership with globally renowned names. He leads the Uno Minda Group currently with various other laurels to his name. He has been conferred with 'EY Entrepreneur of the Year' Award in Manufacturing Category in 2019. The Group grew manifold under his dynamic leadership, established footprints globally and received numerous awards and recognitions. Mr. Nirmal K Minda has held many offices in bodies like CII as Vice Chairman, Haryana State Council & Special Invitee, Northern Regional Council.

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

The other terms and conditions including remuneration of Mr. Nirmal K Minda largely remains unchanged as approved by the shareholders vide Postal Ballot passed on March 27, 2023, except:

- (i) The Board has recommended a Cap on variable pay in both percentage and in absolute terms.
- (ii) There has been increase in Basic Salary, due to annual increment.

The terms of remuneration of Mr. Nirmal K Minda as Executive Chairman (Executive Director) are as under:

Details of remuneration:

1 Basic Salary

Rs. 28,44,072 per month with increments as may be determined by Board of Directors, from time to time.

2 Perquisites and Allowances

- a) Medical Reimbursement: Reimbursement of actual medical expenses including insurance premium for medical and hospitalization policy, if any, for self and family.
- b) Housing Facility: The Company will provide to Mr. Nirmal K. Minda and his family either residential accommodation or House Rent Allowance up to 100% of Basic Salary. The Company will provide the furnishing at his residential accommodation.

- c) Reimbursement of Gas, Electricity and Water expenses.
- d) Club Fee: Subject to maximum of two clubs.
- e) Personal Accident Insurance Premium as per the Company's Policy.
- f) Leave Travel Allowance/Concession: Leave Travel Allowance/Concession for self and family once in a year.
- g) Apart from the above, Mr. Nirmal K Minda shall also be entitled to the following: -
- Car for use on Company's business. Company shall also pay repair, maintenance & running expenses of the Car.
 - Driver Salary.
 - Telephone at residence.
 - Company's contribution to Provident Fund, Superannuation Fund, Annuity Fund, as per the Rules of the Company. In case superannuation cannot be contributed, he shall be paid amount equivalent to superannuation contribution under the head other allowance
 - Reimbursement of the entertainment, travelling and all other expenses incurred by him for the business of the Company.
 - Gratuity payable at the rate not exceeding half-month's salary for each completed year of service in the Company.
 - Encashment of leave as per rules of the Company.
- h) Subject to any statutory ceiling/s he will be eligible for other benefits, perquisites or allowances, as the Board of Directors from the time to time may decide.
- i) During the period Mr. Nirmal K Minda functions as Executive Chairman, he shall not be paid any sitting fees for attending the meetings of the Board of Directors or any committee thereof.
- 3 Commission at such percentage of Net Profit computed in accordance with Section 198 of the Companies Act, 2013 for each financial year as approved by the Board of Directors from time to time but not exceeding 3% of the Net Profit computed in accordance with Section 198 of the Companies Act, 2013, subject to maximum cap of Rs. 30 Crores every year.
- 4 Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, in the event of loss or inadequacy of profits, the Company will, subject to applicable laws, pay remuneration by way of salary, perquisites and allowances, as specified above. Following perquisites shall not be included in the computation of ceiling of remuneration: -i. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax 1961.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.
- 5 Notice Period: Three months as per rules of the Company.
- 6 Annual increments shall be given to him as may be decided by the Board of Directors within overall limit as approved by shareholders. Further, Since, Mr. Nirmal K Minda is Promoter Executive Director of the Company, therefore, pursuant to the regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remuneration payable to Mr. Nirmal K Minda (including the salary, allowances, commission, perquisites, benefits and amenities) will exceed 2.5% of the net profit of the Company but shall not exceed maximum 5% of net profit calculated as per Section 198 of the Companies Act, 2013 ("the Act"), as the limits laid down in section 197 of the Companies Act 2013, including any statutory modifications or re-enactment thereof from time to time. The Board of Directors can modify/ add/ substitute any or all components/terms of remuneration within the overall limits prescribed in section 197 of the Act and other applicable statute.

The remuneration paid to Mr. Nirmal K Minda during the last 3 (three) years is as under:

Financial Year	Annual Remuneration (INR in Cr.)			
	Salary, Allowances & Perquisites	Commission	Remuneration from Uno Mindarika Private Limited (Subsidiary of the Company)	Total
2023-24	6.12	22.00	1.58	29.70
2022-23	5.22	15.00	1.44	21.66
2021-22	4.36	7.35	0.90	12.61

The Company has received from Mr. Nirmal K Minda, consent to act as an Executive Chairman (Executive Director) of the Company along with a declaration to the effect that he is not disqualified from being re-designated and appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any Order of Reserve Bank of India, Ministry of Corporate Affairs, Securities and Exchange Board of India or any other such Regulatory authority.

The Board is of the view that, given the knowledge and rich experience of Mr. Nirmal K Minda in automobile sector, his re-designation as Executive Chairman (Executive Director) will be of immense benefit and in the best interest of the Company. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee recommends the re-designation and appointment of Mr. Nirmal K Minda as an Executive Chairman (Executive Director) of the Company with effect from April 01, 2025 till the expiry of his current tenure i.e., March 31, 2027 and recommends the Special resolution as set out at Item No. 1 in the Notice for approval of Members.

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

The above details of re-designation and appointment may be treated as a written memorandum setting out the terms of appointment of Mr. Nirmal K Minda under Section 190 of the Companies Act, 2013.

Except Mr. Nirmal K Minda, Mr. Vivek Jindal, Ms. Paridhi Minda and Ms. Pallak Minda, none of the other Directors / Key Managerial Personnel of the Company/ their relatives, are in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 1 of the Notice.

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

ITEM NO. 2

Mr. Ravi Mehra was re-appointed as a Whole time Director (designated as deputy Managing Director) for a period of 3 (three) years with effect from April 01, 2024 till March 31, 2027 on the terms and conditions including remuneration, as approved by the shareholders through postal ballot dated March 23, 2024.

Pursuant to the reasons explained in Item no. 1 above, it is proposed to separate the roles and responsibilities of Chairman and Managing Director. As stated earlier, the roles and responsibilities of Chairman shall inter-alia include the focus on shaping long-term strategies, driving business growth, and further enhancing governance standards, to ensure that the organisation continues its journey of sustainable growth, resilient to risk while being able to encash opportunities and

to drive the organisations towards its vision of being sustainable global organisation and enhance value for all its stakeholders, attains technology leadership and caring for its people like a family, while the Managing Director shall be responsible for overseeing the overall operations of the Company.

Upon recommendation of Nomination and Remuneration Committee, the Board of Directors at its adjourned meeting held on March 30, 2025, approved the re-designation and appointment of Mr. Ravi Mehra (DIN: 01651911) as Managing Director of the Company with effect from April 01, 2025 till the expiry of his current tenure i.e., March 31, 2027, including payment of remuneration as per the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder and Schedule V of the Act read with Regulation 17 and other applicable Regulations, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), subject to the approval of the shareholders of the Company.

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.

The other terms and conditions including remuneration of Mr. Ravi Mehra largely remains unchanged as approved by the shareholders vide Postal Ballot passed on March 23, 2024, except, there has been increase in Basic Salary, due to annual increment.

The terms of remuneration of Mr. Ravi Mehra as Managing Director are as under:

Details of Remuneration

Basic Salary – Rs. 27,75,417 per month

Other Allowances (CEA, Uniform, periodicals, Mobile and professional pursuit) – Rs 28,450 per month

House Rent Allowance 30% of Basic Salary

City Compensatory Allowance 10% of Basic Salary

Variable pay Upto 35% of Gross Salary, as per company policy(The variable pay calculated supra can be enhanced upto 120 per cent based on performance matrix). The variable pay

is linked to KPI's defined at the beginning of the year along with annual target.

Payment of Leave Travel Allowance as per rules of the Company presently Rs. 2,13,000/- per annum

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.

Grant of stock options under Uno Minda 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 Managing 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. In such case the following perquisites shall not be included in the computation of ceiling of remuneration:-

- i. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax 1961.
- 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.

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 Mr. Ravi Mehra 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 (the 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 197 of the Act and other applicable statute.

Total Current CTC: Rs. 7.10 Cr Per Annum*

*excluding ESOP benefit

The remuneration paid to Mr. Ravi Mehra during the last 3 (three) years is as under:

Financial Year	Salary, Allowances & Perquisites (Amount in INR Cr)
2023-24	6.06
2022-23	8.34*
2021-22	4.51

*Includes ESOP benefit of Rs. 2.88 cr.

The Company has received from Mr. Ravi Mehra, the consent to act as a Managing Director of the Company along with a declaration to the effect that he is not disqualified from being re-designated and appointed as a Managing Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any Order of Reserve Bank of India, Ministry of Corporate Affairs, Securities and Exchange Board of India or any other such Regulatory authority.

Mr. Ravi Mehra is not related to any Director or any other Key Managerial Personnel of the Company. The details, in terms of Regulation 36(3) of the SEBI Listing 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 re-designation and appointment may be treated as a written memorandum setting out the terms of 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. 2 of the Notice.

The Board recommends the Special resolution set forth in Item No. 2 of the accompanying Notice for the approval of the Members of the Company.

ITEM NO. 3

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), and the Articles of Association of the Company and 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 adjourned meeting held on March 30, 2025, appointed Ms. Paridhi Minda (DIN: 00227250), as an Additional Director in the category of Non-Executive Director of the Company with effect from April 01, 2025, liable to retire by rotation, subject to the approval of the members of the Company.

The appointment of Ms. Paridhi Minda as Non-Executive Director aligns with the Board's commitment for maintaining an optimal composition while ensuring effective governance and strategic oversight.

Ms. Paridhi Minda, with about 2 decades of experience in automobile and infrastructure sector, possesses an impressive academic background. She is a management graduate from Bradford University, London and has a certification from London School of Economics in Marketing, complemented by finishing school training at Institut Villa Pierrefeu, Switzerland. Ms. Minda's integrated expertise, merging scholarly precision with practical application. Her strong academic background enables her to deliver significant results across various sectors. Her unwavering commitment to growth, combined with strategic foresight and financial acumen, establishes her as a preeminent professional.

Ms. Paridhi Minda's financial expertise is demonstrated in her management of the financial portfolio of the Promoter Group, where she provides effective financial stewardship. She skillfully manages complex investments, implementing strategic asset allocation to drive sustained growth. Her leadership demonstrates a profound understanding of financial markets and a commitment to maximizing long-term value.

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 SEBI 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 Ms. Paridhi Minda, as a Non-Executive Director of the Company.

The Company has received the notice from a Member under Section 160(1) of the Act proposing the candidature of Ms. Paridhi Minda for holding the office of Director of the Company.

The Company has received requisite disclosures/declarations from Ms. Paridhi Minda 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 or disqualified from being appointed as a Director of the Company by any Order of Reserve Bank of India, Ministry of Corporate Affairs, Securities and Exchange Board of India or any other such Regulatory authority.

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

Except Ms. Paridhi Minda, Mr. Nirmal K Minda, Mr. Vivek Jindal and Ms. Pallak Minda, none of the other Directors / Key Managerial Personnel of the Company/ their relatives, are in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 3 of the Notice.

In the opinion of the Board, Ms. Paridhi Minda, proposed to be appointed as Director is a person of integrity and fulfils the conditions as specified in the Act and the rules made thereunder. Therefore, Board recommends the Ordinary Resolution as set forth in Item No. 3 of the accompanying Notice for the approval of the Members of the Company.

ITEM NO. 4

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), and the Articles of Association of the Company and 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 adjourned meeting held on March 30, 2025, appointed Ms. Pallak Minda (DIN: 07991658), as an Additional Director in the category of Non-Executive Director of the Company with effect from April 01, 2025, liable to retire by rotation, subject to the approval of the members of the Company.

Ms. Pallak Minda holds Bachelor's degree in Entrepreneurship from Delhi University and a Master's Programme for Entrepreneurs and Family Businesses (MPEFB) from IIM Bangalore. Ms. Pallak Minda, a multifaceted leader, demonstrates exceptional strategic and financial acumen across diverse roles.

Ms. Pallak Minda has rich experience of 12 years and within the automotive sector, her five-year tenure as Business Head of Uno Minda's fuel cap division yielded substantial topline and bottom-line growth, showcasing her capacity to drive significant financial results. Her comprehensive understanding of operational intricacies, combined with a strategic vision, has been instrumental in Uno Minda's sustained success.

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 SEBI 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 Ms. Pallak Minda, as a Non-Executive Director of the Company.

The Company has received the notice from a Member under Section 160(1) of the Act proposing the candidature of Ms. Pallak Minda for holding the office of Director of the Company.

The Company has received requisite disclosures/declarations from Ms. Pallak Minda 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 or disqualified from being appointed as a Director of the Company by any Order of Reserve Bank of India, Ministry of Corporate Affairs, Securities and Exchange Board of India or any other such Regulatory authority.

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.

Except Ms. Pallak Minda, Mr. Nirmal K Minda, and Ms. Paridhi Minda, none of the other Directors / Key Managerial Personnel of the Company/ their relatives, are in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 4 of the Notice.

In the opinion of the Board, Ms. Pallak Minda, proposed to be appointed as Director is a person of integrity and fulfils the conditions as specified in the Act and the rules made thereunder. Therefore, Board recommends the Ordinary Resolution as set forth in Item No. 4 of the accompanying Notice for the approval of the Members of the Company.

ITEM NO. 5

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), and the Articles of Association of the Company and 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 adjourned meeting held on March 30, 2025, appointed Mr. Shekar Viswanathan (DIN: 01202587), as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from April 01, 2025, for a term of 2 years upto March 31, 2027, subject to the approval of the members of the Company.

Mr. Shekar Viswanathan is a Chartered Accountant & B.A. (Economics) from University of Madras and seasoned finance professional with extensive experience spanning banking, investment, and manufacturing sectors.

Mr. Shekar Viswanathan has began his career at Unit Trust of India (1981-1984) as a Staff Officer in the Finance & Investment Division. He then joined The Chase Manhattan Bank (1985-1993), where he was designated as Second Vice President, managing trade finance and investment banking products

while extensively engaging with the Ministry of Finance and leading Public Sector Undertakings (PSUs).

In 1994, he was associated with Lazard Brothers in their International Division. Subsequently, from 1995 to 1998, he served as General Manager – Finance at Haldia Petrochemicals Limited, where he was responsible for raising approximately INR 3,200 crores through a mix of financial instruments from banks, financial institutions, and overseas funding agencies.

Mr. Shekar Viswanathan also acted as an integral part of the Toyota Kirloskar Group of Companies for 22 years (1999-2020), holding key leadership positions across functions. He served on the Board of Directors of three Toyota Group companies and retired in November 2020 as Vice Chairman and Whole-time Director of Toyota Kirloskar Motor Private Limited.

Mr. Shekar Viswanathan currently on the Board of Governors / EC/ Finance Committee since 2018 at the Bangalore International Centre, a not for profit organization that curates programs of public interest conducted at the Centre's premises and via podcasts and electronic media.

Mr. Shekar Viswanathan has also been actively involved in various industry and trade associations, having served in key leadership roles, including:

- Past President of the Bangalore Chamber of Commerce and Industry,
- Past Chairman of CII Karnataka,
- Past Chairman Tax Group of SIAM, Society of Indian Auto Manufacturers
- Past Chairman FICCI Karnataka,
- Past Chairman of EV Committee FICCI.

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 SEBI 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 Mr. Shekar Viswanathan, as a Non-Executive Independent Director of the Company for a term of 2 years effective from April 01, 2025 upto March 31, 2027.

The Company has received the notice from a Member under Section 160(1) of the Act proposing the candidature of Mr. Shekar Viswanathan for holding the office of Director of the Company.

The Company has received requisite disclosures/declarations from Mr. Shekar Viswanathan 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 he is not disqualified to become Director; (iv) declaration that he is not debarred or disqualified from being appointed as a Director of the Company by any Order of Reserve Bank of India, Ministry of Corporate Affairs, Securities and Exchange Board of India or any other such Regulatory authority; (v) declaration of independence u/s 149 of the Act, Regulation 16(1)(b) and Regulation 25(8) of SEBI Listing Regulations and assessed the veracity of the same; and all other necessary information/documents/declarations as prescribed under the applicable statutes.

As per regulation 25(8) of Listing Regulations, Mr. Shekar Viswanathan has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence as an Independent Director of the Company. Further, Mr. Shekar Viswanathan has registered himself in the data bank of the Independent Director's maintained with the Indian Institute of Corporate Affairs.

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

Mr. Shekar Viswanathan is not related to any Director or any other Key Managerial Personnel of the Company.

Except Mr. Shekar Viswanathan, 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. 5 of the Notice.

In the opinion of the Board, Mr. Shekar Viswanathan, proposed to be appointed as Independent Director, is a person of integrity and fulfils the conditions as specified under the Act and the rules made thereunder and he is independent of the management and possess the requisite skills, expertise, knowledge and capabilities at may be required for the role of the Independent Director of the Company.

A copy of the draft letter of appointment of Independent Directors stating out the terms and conditions, is available for inspection by Members on the website of the Company at www.unominda.com.

His vast experience will immensely benefit the Company. Therefore, Board recommends the Special Resolution as set

forth in Item No. 5 of the accompanying Notice for the approval of the Members of the Company.

ITEM NO. 6

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), and the Articles of Association of the Company and 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 adjourned meeting held on March 30, 2025, appointed Mr. Abhay Damle (DIN: 06845673), as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from April 01, 2025, for a term of 2 years upto March 31, 2027, subject to the approval of the members of the Company.

Mr. Abhay Damle, Ex-IRS, a seasoned professional with over more than 3 decades of experience in various capacities within the Indian government, particularly in the fields of finance, taxation, logistics, and transport regulations. Mr. Abhay Damle possess a unique blend of technical and legal education, holding degrees in Mechanical Engineering, Production Engineering, and he is the Member of Bar Council of Maharashtra and Goa.

Mr. Abhay Damle, strong academic foundation in engineering and law, complements his extensive professional experience in taxation, transportation, and infrastructure policy. Mr. Damle has completed his M.Tech. in Production Engineering from the Indian Institute of Technology (IIT), Delhi, B.E. in Mechanical Engineering from Maulana Azad College of Technology, Bhopal. Additionally, he obtained an L.L.B. from Pt. Ravishankar University, Raipur. This diverse educational background has been instrumental in his contributions to public policy, taxation, and transport sector reforms.

As Chief Commissioner of Income Tax, Mumbai (January 2020– May 2023), he led key investigations and contributed to tax policy formulation. Prior to that, he was Joint Secretary in the Ministry of Road Transport and Highways (November 2015– December 2019). Mr. Abhay Damle had spearheaded crucial reforms, including amendments to the Motor Vehicles Act, the transition to BS-VI emission norms, and policies promoting shared and zero-emission mobility. His tenure as Director at the Central Institute of Road Transport (January 2014– November 2015) resulted in a financial turnaround after a decade of deficits. Having held diverse roles in the Income Tax Department (August 1990–January 2014) and gained early exposure to Indian Railways (March 1989–August 1990), he has developed expertise in policy formulation, regulatory oversight, and institutional transformation. His contributions have significantly impacted green mobility, automobile safety, and logistics efficiency, aligning national standards with global benchmarks and representing India in international policy discussions.

Further, Mr. Abhay Damle has represented India in various international forums, contributing to global policy discussions and transformed the Central Institute of Road Transport into a financially stable institution within a short tenure.

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 Mr. Abhay Damle, as a Non-Executive Independent Director of the Company for a term of 2 years effective from April 01, 2025 upto March 31, 2027.

The Company has received the notice from a Member under Section 160(1) of the Act proposing the candidature of Mr. Abhay Damle for holding the office of Director of the Company.

The Company has received requisite disclosures/declarations from Mr. Abhay Damle 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 he is not disqualified to become Director; (iv) declaration that he is not debarred or disqualified from being appointed as a Director of the Company by any Order of Reserve Bank of India, Ministry of Corporate Affairs, Securities and Exchange Board of India or any other such Regulatory 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 prescribed under the applicable statutes.

As per regulation 25(8) of Listing Regulations, Mr. Abhay Damle has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence as an Independent Director of the Company. Further, Mr. Abhay Damle has registered himself in the data bank of the Independent Director's maintained with the Indian Institute of Corporate Affairs.

The details, in terms of Regulation 36(3) of the SEBI Listing Regulations including Secretarial Standard-2 on General

Meetings ("SS-2") are annexed as **Annexure-1** and forms part of this notice.

Mr. Abhay Damle is not related to any Director or any other Key Managerial Personnel of the Company.

Except Mr. Abhay Damle, 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. 6 of the Notice.

In the opinion of the Board, Mr. Abhay Damle, 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 he is independent of the management and possess the requisite skills, expertise, knowledge and capabilities at may be required for the role of the Independent Director of the Company.

A copy of the draft letter of appointment of Independent Directors stating out the terms and conditions, is available for inspection by Members on the website of the Company at www.unominda.com.

His vast experience will immensely benefit the Company. Therefore, Board recommends the Special Resolution as set forth in Item No. 6 of the accompanying Notice for the approval of the Members of the Company.

ITEM NO. 7 & 8

The Company believes that employees are one of its most valuable assets and is committed to recognizing their pivotal role by ensuring their active participation in and benefit from its growth and success. In line with this commitment, the Company is proposing the Uno Minda Employee Stock Option Scheme 2025 ("Scheme") with the objective of fostering a sense of ownership and participation among employees, driving an entrepreneurial mindset focused on value creation and to align employee interests with the long-term growth of the Company.

The Company follows the policy of transferring employees across its group entities, including subsidiary, joint venture and associate companies, in accordance with the business requirements. In line with this approach, the Company intends to reward such employees who, while being on the payroll of these group entities, contribute to the overall growth and success of the organization. Furthermore, the Company is committed to fostering growth at the group level and believes in incentivizing and retaining key talent to drive long-term value creation. Accordingly, the Company intends to implement the Scheme, within the Company, its Group Company(ies) including subsidiary company(ies), joint ventures and associate company(ies) by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

Pursuant to the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, (hereinafter referred to as "SEBI (SBEB)

Regulations”), the Company seeks members’ approval in respect of the Scheme and to grant Stock Options (“Options”) and thereby issue and allot equity shares of the Company having face value of Rs. 2/- per share (“Equity Shares”) to the Employees/ Directors of the Company and Group Company(ies) including its subsidiary company(ies), joint ventures and associate company(ies), who fulfils specified eligibility criteria as is determined by the Nomination and Remuneration Committee in this regard (“Eligible Employees”) at an exercise price as stated below in this Explanatory Statement (“Exercise Price”) and on such terms and conditions as the Nomination and Remuneration Committee deems fit.

The salient features of the Scheme are as under:

1. Brief Description of the Scheme:

This proposed Scheme called the **Uno Minda Employee Stock Option Scheme 2025** (“the Scheme”) enables the Company to grant Options to Eligible Employees (as selected by the Nomination and Remuneration Committee) of the Company and its Group Company(ies) including subsidiary company(ies), joint venture(s) and associate company(ies). Subject to applicable law and terms and conditions of the Scheme, the Eligible Employees shall be entitled to subscribe to the Equity Shares within certain time period (“**Exercise Period**”) upon fulfilment of such conditions (“**Vesting**”) as is determined by the Nomination and Remuneration Committee and payment of Exercise Price. Thus, the Scheme is intended to reward the Eligible Employees for their performance and to motivate them to contribute to the growth and profitability of the Company.

The objectives of the Scheme are as under:

- i. To create a sense of ownership and participation amongst the Employees;
- ii. To motivate Employees to achieve the Group’s targets by providing wealth creation opportunities;
- iii. To drive entrepreneurship mindset of value creation for the organization;
- iv. To provide means to enable the Company to attract and retain appropriate human talent in the employment of the Company; and
- v. To achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company.

2. Total number of Options to be offered & granted under the Scheme:

The maximum number of Options that could be granted under this Scheme which will be convertible into Equity Shares, wherein each Option is equivalent to one Equity

Share, shall not exceed 2,87,08,192 (Two Crores Eighty Seven Lacs Eight Thousand One Hundred & Ninety Two) number of equity shares, equivalent to the 5% (Five Percent) of the total number of paid-up equity share capital of the Company on the date of approval of the Scheme by the Board i.e. March 30, 2025 (as adjusted for any corporate action and/or change in the capital structure).

In case of any corporate action(s) such as rights issues, bonus issues, merger and others, the Nomination and Remuneration Committee, shall at its sole and absolute discretion and determination, however, subject to applicable law, undertake a fair and reasonable adjustment to the plan pool and/or Options / terms of Option grant including but not limited to the Vesting Criteria, Exercise Price, granted to the Eligible Employees under the Scheme.

3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

For the purposes of the Scheme, Employee shall mean:

- a) an employee as designated by the Company, who is exclusively working in India or outside India; or
- b) a director of the Company, whether a whole – time director or not, including a non- executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- c) an employee as defined in sub-clauses (a) or (b) of the Group Company including subsidiary company, joint venture and associate company, in India or outside India of the Company.

but does not include:

- i. an employee who is a Promoter or belongs to the Promoter Group; and
- ii. a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company.

4. Requirements of vesting and period of vesting:

The Vesting Period and Vesting Condition for the Options Granted to Eligible Employees shall be determined by the Nomination and Remuneration Committee in accordance with the Applicable Laws and provided in the Letter of Grant.

The Vesting Period will be minimum one year from Grant Date or such time period as may be prescribed under the Applicable Law including but not limited to SEBI (SBEB) Regulations.

Provided further that, notwithstanding the foregoing the Vesting Period shall not be more than 7 (seven) years from Grant Date.

5. Maximum period within which the options shall be vested:

The period of vesting will be determined by the Nomination and Remuneration Committee at the time of grant of options and will be detailed in the letter of grant and the maximum Vesting Period shall be 7 years from Grant Date. The vesting could be accelerated by the Nomination and Remuneration Committee at its sole discretion but in all cases in compliance with applicable law.

6. Exercise price or pricing formula:

The Exercise Price shall be determined by the Nomination and Remuneration Committee at its sole and absolute discretion which may be at a discount (not exceeding 20%) basis at the either of:

- i. the price arrived at 2 (two) weeks volume weighted average price of the Shares on the Recognised Stock Exchange one day prior to the Grant Date; or
- ii. closing price of the Shares on the Recognised Stock Exchange one day prior to the Grant Date or such other formula as it may determine.

As shares of the Company are listed on more than one stock exchange i.e., National Stock Exchange of India Limited (NSE) and BSE Ltd. (BSE), the price of the stock exchange where there is highest trading volume during the aforesaid period/day shall be considered.

In any event, the Exercise Price will not be below the par value of the Equity Shares.

7. Exercise Period and the process of Exercise:

The Exercise Period will be determined by the Nomination and Remuneration Committee at the time of grant of Options and which under no circumstance will be beyond 1 (One) year from the Vesting Date.

The option holder may exercise the vested options within the Exercise Period. In the event the option holder fails to exercise his vested options within the Exercise Period then such vested options shall lapse and revert to the plan pool. The Company and/or the Nomination and Remuneration Committee will not have any obligation towards such option holder with respect to such lapsed options.

To exercise the options, the option holder will be required to submit an exercise letter to the Nomination and Remuneration Committee in such manner and on such format as may be prescribed by the Nomination and Remuneration Committee from time to time, which shall be annexed with the letter of grant. The Nomination and Remuneration Committee may at its sole and absolute discretion offer to Option Holders to Exercise their Vested Options vide a cashless mechanism.

8. Appraisal process for determining the eligibility of employees under the Scheme:

The Nomination and Remuneration Committee shall determine the eligibility for the Grant in its absolute discretion, taking into consideration such factors but not limited to Eligible Employee's performance appraisal, seniority, period of service, role of the Eligible Employee, incentives for joining and/or retention, the present and potential contribution to the growth of the Company.

9. Maximum number of Options to be granted per employee and in aggregate:

The maximum number of Options that can be granted under this Scheme which will be convertible into Equity Shares, wherein each Option is equivalent to one Equity Share, shall not cumulatively exceed 2,87,08,192 (Two Crores Eighty Seven Lacs Eight Thousand One Hundred & Ninety Two) Equity Shares, i.e., 5% (Five Percent) of the number of paid-up equity share capital of the Company as on March 30, 2025.

The maximum number of Options that may be offered under the Scheme per Employee and in aggregate whether in any one or more financial year(s), shall be less than 1% (one percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company at the time of the Grant of such Options. Subject to this ceiling, the Nomination and Remuneration Committee reserves the right to decide the number of Options to be granted and the maximum number of Options that can be granted to each Employee.

10. Maximum quantum of benefits to be provided per employee under the Scheme:

The maximum quantum of benefits that will be available to every Eligible Employee under the Scheme will be the difference between the Fair market value of Company's Share on the Recognized Stock Exchanges as on the Date of Exercise of Options and the Exercise Price paid by the Employee.

11. Whether the Scheme is proposed to be implemented and administered directly by the Company or through a trust:

The Scheme shall be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment from the Company.

The Scheme shall be administered by the Nomination and Remuneration Committee of the Company.

12. Whether the scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:

The Scheme involves new issue of equity shares by the Company.

13. The amount of loan provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc.:

Not applicable as the Scheme is implemented through direct route.

14. Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purpose under the scheme:

Not Applicable as the Scheme is implemented through direct route.

15. Disclosure requirements and statement to the effect that the company shall conform to the accounting policies specified in regulation 15:

The Company will comply with the disclosure requirements and the accounting policies prescribed under Regulation 15 of SEBI SBEB Regulations or as may be prescribed by regulatory authorities from time to time.

16. The method which the Company shall use to value its options :

The Company shall adopt the fair value method of valuation of options. Notwithstanding the above, the Company may adopt any other method as may be required under prevailing applicable laws and regulations.

17. Statement with regard to Disclosure in Directors' Report

As the Company is adopting a fair value method, presently there is no requirement for disclosure in Directors' Report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per

share ("EPS") of the Company shall also be disclosed in the Directors' Report.

18. Period of lock-in.

The Shares allotted to the Option Holders pursuant to Exercise of Options will not be subject to lock-in period from the date of allotment. The Option Holder is free to sell the Shares.

19. Terms & conditions for buyback, if any, of specified securities covered under these regulations.

The Committee will determine the procedure for buyback of specified securities issued SEBI SBEB Regulations, if to be undertaken at any time by the company, and the applicable terms and conditions, including:

- i. permissible sources of financing for buy-back;
- ii. any minimum financial thresholds to be maintained by the company as per its last financial statements; and
- iii. limits upon quantum of specified securities that the company may buy-back in a financial year. The Terms & Conditions for Buy-Back shall be determined by the Nomination and Remuneration Committee.

A draft copy of the Scheme is available for inspection 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. Members seeking to inspect such documents can send an email to investor@unominda.com.

The directors and key managerial personnel of the Company or their relatives are may be deemed to be concerned or interested in these Resolutions only to the extent of any options that may be granted to them (along with the resultant Equity Shares issued) that may be offered to them in accordance with the Scheme.

The Board recommends passing of the resolutions as set out under Item Nos. 7 and 8 of the Notice for approval of the members as special resolutions.

Registered Office:

Uno Minda Limited

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

CIN: L74899DL1992PLC050333

Date: March 30, 2025

Place: Gurugram

By order of the Board of Uno Minda Limited

Sd/-

Tarun Kumar Srivastava

Company Secretary and Compliance Officer

ICSI Membership no. ACS-11994

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:

Name of Director	Mr. Nirmal K Minda	Mr. Ravi Mehra	Ms. Paridhi Minda	Ms. Pallak Minda	Mr. Shekar Viswanathan	Mr. Abhay Damle
DIN	00014942	01651911	00227250	07991658	01202587	06845673
Date of Birth	November 07, 1957	8 April 1961	02 June, 1982	15 May, 1987	November 16, 1956	August 15, 1966
Age (in years)	67 years	63 years	42 Years	37 Years	68 Years	58 Years
Nationality	Indian	Indian	Indian	Indian	Indian	Indian
Qualification	B.SC	Member of the Institute of Chartered Accountants of India and Institute of Company Secretaries of India	BBA, graduate from Bradford University, London, certification from London School of Economics in Marketing and Finishing school training at Institut Villa Pierrefeu, Switzerland	Master's Programme for Entrepreneurs and Family Businesses (MPEFB) from IIM Bangalore and Bachelor's degree in Entrepreneurship from Delhi University	Bachelor of Arts in Economics, from the University of Madras and member of the Institute of Chartered Accountants of India	M.Tech. in Production Engineering from the Indian Institute of Technology (IIT), Delhi, B.E. in Mechanical Engineering from Maulana Azad College of Technology, Bhopal and L.L.B. from Pt. Ravishankar University, Raipur
Experience (including expertise in specific functional area)/ Brief Resume	Mr. Nirmal K Minda (DIN: 00014942) (aged 67 years), is an industrialist with rich business experience of about five decades in the Auto Components Sector, he has been instrumental in forging new alliances and joint venture partnership with globally renowned names. He leads the Uno Minda Group currently with various other laurels to his name. He has been conferred with 'EY Entrepreneur of the Year' Award in Manufacturing Category in 2019. The Group grew manifold under his dynamic leadership, established footprints globally and received numerous awards and recognitions. He has held many offices in bodies like CII as Vice Chairman,	Mr. Ravi Mehra has 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.	Ms. Paridhi Minda, with about 2 decades of experience in automobile and infrastructure sector, possesses an impressive academic background. She is a management graduate from Bradford University, London and has a certification from London School of Economics in Marketing, complemented by finishing school training at Institut Villa Pierrefeu, Switzerland. Ms. Minda's integrated expertise, merging scholarly precision with practical application. Her strong academic background enables her to deliver significant results across various sectors. Her unwavering commitment to growth, combined with strategic foresight and	Ms. Pallak Minda has rich experience of 12 years and within the automotive sector, her five-year tenure as Business Head of Uno Minda's fuel cap division yielded substantial top-line and bottom-line growth, showcasing her capacity to drive significant financial results. Her comprehensive understanding of operational intricacies, combined with a strategic vision, has been instrumental in Uno Minda's sustained success.	He has over four decades of rich and varied experience across the automobile, financial services and project finance sectors. He is a member of many leading industrial associations in India, and has held positions such as President of the Bangalore Chamber of Commerce & Industry (2009-2010), and Chairman of SIAM (2023), he led key MUV Committee 2010. He was also an elected member of CII Southern Regional Council 2009-2011 and was also the Chairman of CII Karnataka and FICCI Karnataka. He was also an Executive Committee member of FICCI at the national level.	Mr. Abhay Damle, a seasoned professional with over more than 3 decades of experience in various capacities within the Indian government, particularly in the fields of finance, taxation, logistics, and transport regulations. As Chief Commissioner of Income Tax, Mumbai (January 2020-May 2023), he led key investigations and contributed to tax policy formulation. Prior to that, he was Joint Secretary in the Ministry of Road Transport and Highways (November 2015-December 2019). Mr. Abhay Damle had spearheaded crucial reforms, including amendments to the Motor Vehicles Act, the transition to BS-VI emission norms, and policies

Name of Director	Mr. Nirmal K Minda	Mr. Ravi Mehra	Ms. Paridhi Minda	Ms. Pallak Minda	Mr. Shekar Viswanathan	Mr. Abhay Damle
	Haryana State Council & Special Invitee, Northern Regional Council. He also served as the Chairman of ACMA, Northern Region for three consecutive years, followed by Vice President for 2016-17 and President of ACMA for the year 2017-18.		financial acumen, establishes her as a preeminent professional.			promoting shared and zero-emission mobility. His tenure as Director at the Central Institute of Road Transport (January 2014–November 2015) resulted in a financial turnaround after a decade of deficits. Having held diverse roles in the Income Tax Department (August 1990–January 2014) and gained early exposure to Indian Railways (March 1989–August 1990), he has developed expertise in policy formulation, regulatory oversight, and institutional transformation.
The skills and capabilities required for the role and manner in which the Director meets such requirements	NA	NA	NA	NA	<p>The role of an Independent Director demands expertise in financial strategy, corporate governance, risk management, industry leadership, and regulatory advocacy. Mr. Shekar Viswanathan is a Member of The Institute of Chartered Accountants of India, brings over 4 decades of experience spanning finance, investment banking, manufacturing, and corporate leadership. With a strong background in senior leadership roles, he possesses extensive expertise in risk management, regulatory compliance, and financial stewardship, making him well-suited to contribute to the Board's strategic oversight and governance.</p>	<p>The role of an Independent Director demands expertise in financial strategy, corporate governance, risk management, industry leadership, and regulatory advocacy. Mr. Abhay Damle is an Ex-IRS officer, holds degrees in Mechanical Engineering, Production Engineering, and Law, bringing over 3 decades of experience in finance, taxation, logistics, and transport regulations. He has held key government positions, including Chief Commissioner of Income Tax and Joint Secretary at the Ministry of Road Transport & Highways, where he played a pivotal role in policy reforms, emission norm transitions (BS-VI), and green mobility initiatives. With his extensive</p>

Name of Director	Mr. Nirmal K Minda	Mr. Ravi Mehra	Ms. Paridhi Minda	Ms. Pallak Minda	Mr. Shekar Viswanathan	Mr. Abhay Damle
Terms and Conditions of Appointment / Reappointment	As mentioned in Item no. 1 to Explanatory Statement of the Notice	As mentioned in Item no. 2 to Explanatory Statement of the Notice	As mentioned in Item no. 3 to Explanatory Statement of the Notice	As mentioned in Item no. 4 to Explanatory Statement of the Notice	As mentioned in Item no. 5 to Explanatory Statement of the Notice	As mentioned in Item no. 6 to Explanatory Statement of the Notice
Existing and Proposed Remuneration (including sitting fees, if any)	As mentioned in Item no. 1 to Explanatory Statement of the Notice	As mentioned in Item no. 2 to Explanatory Statement of the Notice	Existing and Proposed Remuneration is Nil. Ms. Paridhi Minda will be eligible for Sitting fees as per Nomination and Remuneration Policy of the Company read with the provisions of the Act.	Existing and Proposed Remuneration is Nil. Ms. Pallak Minda will be eligible for Sitting fees as per Nomination and Remuneration Policy of the Company read with the provisions of the Act.	Existing and Proposed Remuneration is Nil. Mr. Shekar Viswanathan will be paid sitting fees as per Nomination and Remuneration Policy of the Company read with the provisions of the Act.	Existing and Proposed Remuneration is Nil. Mr. Abhay Damle will be paid sitting fees as per Nomination and Remuneration Policy of the Company read with the provisions of the Act.
Date of first appointment on the Board	September 16, 1992	April 01, 2021	April 01, 2025	April 01, 2025	April 01, 2025	April 01, 2025
Shareholding in the Company as on the Date of Notice including shareholding as beneficial owner	Shri Nirmal K Minda directly holds 12,17,19,311 equity shares i.e., 21.20% equity shares of the Company. Apart from the above, Shri Nirmal K Minda indirectly holds 30.81% equity shares of the Company through Maa Vaishno Devi Endowment, Minda Investments Ltd., Singhal Fincap Ltd., Minda Finance International Ltd. and Bar Investments & Finance Pvt. Ltd.	Shri Ravi Mehra holds 299,816 equity shares i.e., 0.052% equity shares of the Company. Apart from the above, Ms. Paridhi Minda indirectly holds 30.70% equity shares of the Company through Minda Investments Ltd., Singhal Fincap Ltd., Minda Finance International Ltd. and Bar Investments & Finance Pvt. Ltd.	Ms. Paridhi Minda directly holds 67,72,266 equity shares i.e., 1.18% equity shares of the Company. Apart from the above, Ms. Pallak Minda indirectly holds 30.70% equity shares of the Company through Minda Investments Ltd., Singhal Fincap Ltd., Minda Finance International Ltd. and Bar Investments & Finance Pvt. Ltd.	Ms. Pallak Minda directly holds 67,72,266 equity shares i.e., 1.18% equity shares of the Company. Apart from the above, Ms. Paridhi Minda indirectly holds 30.70% equity shares of the Company through Minda Investments Ltd., Singhal Fincap Ltd., Minda Finance International Ltd. and Bar Investments & Finance Pvt. Ltd.	Nil	Nil

Name of Director	Mr. Nirmal K Minda	Mr. Ravi Mehra	Ms. Paridhi Minda	Ms. Pallak Minda	Mr. Shekar Viswanathan	Mr. Abhay Damle
Relationship with other Directors/ Key Managerial Personnel	Mr. Vivek Jindal; Son-in-Law; Ms. Pallak Minda and Ms. Paridhi Minda, Daughters	Not related to any Director/ Key Managerial Personnel	Mr. Nirmal K Minda, Father; Mr. Vivek Jindal, Husband; Ms. Pallak Minda, Sister	Mr. Nirmal K Minda, Father; Ms. Paridhi Minda, Sister	Not related to any Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Number of meetings of the Board of Uno Minda Limited held and attended by the director from April 01, 2024 till the date of the notice	Meetings held: 10 Meetings Attended: 9	Meetings held: 10 Meetings Attended: 9	NA	NA	NA	NA
Directorships of other Boards as on the date of Notice	<p>Listed entities: Nil</p> <p>Unlisted entities</p> <ol style="list-style-type: none"> Uno Mindarika Pvt. Ltd. Shreeaumji Infrastructure Private Ltd. Shreeaumji Infrastructure & Projects Pvt. Ltd. Shreeaumji Real Estate SEZ Pvt. Ltd. Minda Mindpro Ltd. Minda Spectrum Advisory Ltd. 	<p>Listed entities: Nil</p> <p>Unlisted entities</p> <ol style="list-style-type: none"> MI Torica India Private Ltd. MITIL Polymer Private Ltd. 	<p>Listed entities: Nil</p> <p>Unlisted entities</p> <ol style="list-style-type: none"> Minda Storage Batteries Pvt Ltd Uno Minda Katolec Electronics Services Pvt Ltd Minda Investments Limited 	<p>Listed entities: Nil</p> <p>Unlisted entities</p> <ol style="list-style-type: none"> Minda Mindpro Limited Singhal Fincap Limited Uno Minda D-Ten India Pvt Ltd Roki Uno Minda Co Pvt Ltd 	<p>Listed entities:</p> <ol style="list-style-type: none"> ASM Technologies Limited Jay Bharat Maruti Limited Nucleus Software Exports Limited <p>Unlisted entities</p> <ol style="list-style-type: none"> Nettur Technical Training Foundation. Brakes India Private Limited. ANA ARC Private Limited. Reconnect Energy Solutions Limited. 	Nil

Name of Director	Mr. Nirmal K Minda	Mr. Ravi Mehra	Ms. Paridhi Minda	Ms. Pallak Minda	Mr. Shekar Viswanathan	Mr. Abhay Damle
Membership/ Chairmanship of Committees in Uno Minda Limited as on date of notice	Chairman of Corporate Social Responsibility Committee	Nil	Nil	Nil	Nil	Nil
Membership/ Chairmanship of Committees as on date of notice	Nil	Member of Nomination and Remuneration Committee in MI Torica India Private Limited	Nil	Chairperson of Corporate Social Responsibility Committee in Singhal Fincap Limited.	1. Member of Nomination and Remuneration Committee of ASM Technologies Ltd. 2. Chairman of Corporate Social Responsibility Committee and Member of Audit Committee, Risk Management Committee and Stakeholders Relationship Committee in Nucleus Software Exports Limited 3. Chairman of Nomination and Remuneration Committee and Member in Audit Committee of Jay Bharat Maruti Ltd. 4. Member in Corporate Social Responsibility Committee and Risk Management Committee in Reconnect Energy Solutions Limited	Nil
Name of the Listed entities from which the Director has resigned in the last three years	Nil	Nil	Uno Minda Limited	Nil	Nil	Nil