Uno Minda Limited

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Format of the Compliance Report to be submitted specified in Annexure-I of the SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Circular")

Sub:- Application under Regulation 37 of the SEBI (listing Obligations and Disclosure Requirements) Regulations 2015, for the Scheme of Amalgamation between Minda Onkyo India Private Limited ("Transferor Company") and Uno Minda Limited ("Transferee Company") and their respective Shareholders and Creditors ("Scheme") proposed to be filed under Section 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any.

It is hereby certified that the draft scheme of arrangement involving Minda Onkyo India Private Limited and Uno Minda Limited and their respective Shareholders and Creditors, does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and SEBI Circular, including the following:

S. No	Reference	Particulars	Whether complied Yes/No
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes
Requirements of SEBI Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Yes
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes, the same is submitted along with this application as Annexure-III

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(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes, the same is submitted along with this application as Annexure XII
(e)	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	Not Applicable, the auditor's certificate in this respect, is submitted along with this application as Annexure-XIII

Tarun Kumar Srivastava
Company Secretary & Compliance Officer

Ravi Mehra
Managing Director
DIN: 01651911

Certified that the transactions/ accounting treatment provided in the draft scheme of arrangement involving Minda Onkyo India Private Limited ("Transferor Company") and Uno Minda Limited ("Transferee Company") are in compliance with all the Accounting Standards applicable to a listed entity.

Sunil Bohra
Chief Financial Officer

Ravi Mehra
Managing Director
DIN: 01651911

Date: 18.08.2026

Format of the Compliance Report to be submitted specified in Annex – XII-E of the SEBI Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/0000000103 dated July 11, 2025

Sub:- Application under Regulation 59A of the SEBI (listing Obligations and Disclosure Requirements) Regulations 2015, for the Scheme of Amalgamation between Minda Onkyo India Private Limited ("Transferor Company") and Uno Minda Limited ("Transferee Company") and their respective Shareholders and Creditors ("Scheme") proposed to be filed under Section 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any.

It is hereby certified that the scheme of arrangement involving Minda Onkyo India Private Limited and Uno Minda Limited and their respective Shareholders and Creditors, does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, including the following:

Sr. No	Particulars	Whether complied (YES/NO)	Remarks
1.	Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Compliance with securities laws	Yes	-
2.	Submission of Valuation Report	Yes	The same is submitted along with this application as Annexure III
3.	Submission of Fairness opinion	Yes	The same is submitted along with this application as Annexure V
4.	Submission of documents to Stock Exchange(s)	Yes	-
5.	Disclosures in the Scheme of Arrangement	Yes	-
6.	Provision of approval of holders of NCDs/ NCRPS through e-voting	Yes	In case NOC is not received from the NCD holders, the Company undertakes to provide e-voting facility after disclosure of all material facts (including the no objection letter of the exchange) in the notice to NCD holders wherever

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			the approval of NCD holders is sought as directed by the Hon'ble National Company Law Tribunal
7.	Grievance redress/ Report on Complaints/ Comments	Yes	The Company will submit Complaints Report with the Stock Exchanges as per the prescribed timeline.
8.	Conditions for schemes of arrangement involving unlisted entities	Yes	The Company undertakes to comply with the conditions mentioned for schemes of arrangement involving unlisted entities
9.	Auditor's certificate regarding payment/ repayment capability compliance with Accounting Standards	Yes	The same is submitted along with this application as Annexure XXXIV

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Tarun Kumar Srivastava
Company Secretary & Compliance Officer

UNO MINDA LIMITED

Ravi Mehra
Managing Director
DIN: 01651911

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Minda Onkyo India Private Limited ("Transferor Company") and Uno Minda Limited ("Transferee Company") are in compliance with all the Accounting Standards applicable to a listed entity.

Sunil Bohra
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UNO MINDA LIMITED

Ravi Mehra
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Date:18.08.2026