



Uno Minda Limited

(CIN-L74899DL1992PLC050333)

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

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Website: www.unominda.com ; E-mail: csmil@unominda.com

NOTICE OF POSTAL BALLOT

{Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and applicable circulars issued by the Ministry of Corporate Affairs, Government of India}

Dear Member(s),

Notice is hereby given to the members of Uno Minda Limited (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 25th 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 Standards 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 resolutions by postal ballot only through remote e-voting process (voting by electronic means) (**"e-voting"**).

In compliance with the MCA Circulars and Section 108 and 110 of the Act and Rules made thereunder, this postal ballot notice along with explanatory statement and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent (**"RTA"**) or Depository Participants/ Depositories and whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories. Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted. Each Member's voting rights shall be reckoned in proportion to his/her share of the paid-up equity share capital of the Company as on Cut-off date, which will only be considered to avail the facility of Remote E-voting. If member's e-mail address is not registered with the Company/ Depositories, then please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID and password for remote e-voting.

The proposed resolutions and explanatory statement pertaining to the said resolutions 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 for seeking consent of the Members of the Company through e-voting.

The Company has, in compliance with Rule 22(5) of the Rules, appointed Mr. Shashikant Tiwari (FCS No. 11919, C.P. No.: 13050), or failing him, Mr. Lakhan Gupta (FCS No. 12682, C.P. No.: 26704), Partners of M/s. Chandrasekaran Associates, Company Secretaries, as 'Scrutinizer', to scrutinize the Postal Ballot process in a fair and transparent manner.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company is pleased to provide Electronic Voting (**"e-voting"**) facility, to all its members, to enable them to cast their votes electronically.

The Company has engaged the services of National Securities Depository Limited (**"NSDL"**) to provide e-voting facilities to members of the Company.

The e-voting facility is available at the link <https://www.evoting.nsdl.com/>. Please refer the instructions for e-voting given herein below for the process and manner in which e-voting is to be carried out.

The members of the Company, whose names appear in the Register of Members/the list of Beneficial Owners, as received from National Securities Depository Limited (**NSDL**) and Central Depository Services (India) Limited (**CDSL**) on August 29, 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, September 04, 2025 at 09:00 A.M. IST and end on Friday, October 03, 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, October 03, 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, October 06, 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 securities of the Company are listed. The said results along with the Scrutinizer's Report will also be displayed on the website of the Company (www.unominda.com) as well as on NSDL's website- www.evoting.nsdl.com. In accordance with SS-2 the resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e., October 03, 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 THE APPOINTMENT OF MR. RANDHIR SINGH KALSI (DIN:01453119) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") and Regulation 16(1)(b) & 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, Nomination and Remuneration Policy of the Company, and on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Randhir Singh Kalsi (DIN: 01453119), 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. August 11, 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 of the Act proposing his candidature for the

Registered Office:

Uno Minda Limited

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

CIN: L74899DL1992PLC050333

Date: August 06, 2025

Place: Gurugram

office of Independent Director of the Company, be and is hereby appointed as a Director in the category of a Non-executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 2 (two) consecutive years from the date of appointment i.e. August 11, 2025 up to August 10, 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."

2. TO APPROVE THE RE-APPOINTMENT OF MRS. RASHMI HEMANT URDHWARESHE (DIN: 08668140) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") and Regulation 16(1)(b) & 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, Nomination and Remuneration Policy of the Company, and on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mrs. Rashmi Hemant Urdhwareshe (DIN: 08668140), who was appointed as an Independent Director of the Company for a term of three years up to January 24, 2026 and who being eligible for re-appointment for a second term and has submitted a declaration that she meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Independent Director of the Company, be and is hereby re-appointed as a Director in the category of a Non-executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 3 (three) consecutive years w.e.f., January 25, 2026 to January 24, 2029.

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."

By order of the Board of Uno Minda Limited

Sd/-

Tarun Kumar Srivastava

Company Secretary and Compliance Officer

Membership no. ACS-11994

Notes:

- 1) The Explanatory Statement pursuant to section 102(1) read with Section 110 of the Companies Act, 2013, setting out the material facts concerning to Resolution are annexed hereto. Further, the relevant details, pursuant to Regulation 17(11) and 36(3) of the Listing Regulations and SS-2 respectively, in respect of Directors seeking appointment/ re-appointment is also annexed as **Annexure-1** hereto and forms part of the Notice.
- 2) In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
- 3) The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear in the Register of Members/the list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on Friday, August 29, 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, August 29, 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 resolution included in the notice of the Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. The e-voting period shall commence on Thursday, September 04, 2025 at 09:00 A.M. IST and end on Friday, October 03, 2025 at 05:00 P.M. IST.
- 7) The Results of the Postal Ballot will be announced on or before Monday, October 06, 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 (e.g.: 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
E-voting procedure is mentioned herein below.
- 9) 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.
- 10) All documents referred to in this Notice and Explanatory Statement will be available for inspection by the Shareholders electronically on all working days except National or declared holidays from the date of dispatch of Notice up to the last date of e-voting i.e., October 03, 2025 at 05:00 P.M. IST. Members seeking to inspect such documents can send an email to investor@unominda.com.
- 11) Resolutions 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.

12) **PROCEDURE AND INSTRUCTIONS FOR E-VOTING:**

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system


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

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


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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 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. 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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



NSDL Mobile App is available on



App Store



Google Play

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
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 135809 then user ID is 135809001***

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

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- 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.
 - Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - Now, you will have to click on "Login" button.
 - 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?

- 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.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shashikant@cacsindia.com or failing him, lakhan@cacsindian.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.
- 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.
- 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 resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@unominda.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@unominda.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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.

Further, in order to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, SEBI has opened a special window only for re-lodgment of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned /not attended to due to deficiency in the documents/process /or otherwise, for a period of six months from July 07, 2025 till January 06, 2026.

3. SEBI has recently mandated furnishing of PAN, KYC details (i.e., postal address with pin code, email address, mobile number, bank account details) and nomination details by holders of securities. As per SEBI mandate, any service requests or complaints received from the Shareholder shall be processed only after furnishing PAN and other KYC Details (i.e. Contact Details, Bank Account Details and Specimen Signature).

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

Pursuant to the relevant provisions of Section 149, 152, 161 of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the '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 meeting held on August 6, 2025 appointed Mr. Randhir Singh Kalsi (DIN: 01453119), as an Additional Director in the category of Non-Executive Independent Director of the Company for a period of two (2) years with effect from August 11, 2025 till August 10, 2027, subject to the approval of the members of the Company.

Brief Profile of Mr. Kalsi:

Mr. Randhir Singh Kalsi is a Mechanical Engineering graduate from Delhi College of Engineering (now Delhi Technological University), class of 1981. A passionate entrepreneurial innovator, Mr. Kalsi has over four decades of experience at the forefront of the Indian automotive industry. He began his career at TELCO (now Tata Motors) in 1981 and joined Maruti Suzuki India Limited (MSIL) in 1984. Over his 40-year career with MSIL, Mr. Kalsi held multiple strategic and operational leadership roles across various functions including as Executive Director – Parts, Accessories, and Vehicle Logistics (2010-2014), Senior Executive Director – Marketing & Sales (2014-2019) and Member, Executive Board - Process & Audit (2019 -2024).

Mr. Kalsi has spearheaded many pioneering initiatives at MSIL, such as Maruti Insurance, Maruti Finance, Commercial Vehicles, True Value, and Maruti Driving Schools, setting multiple industry benchmarks in these areas. One of the most notable achievements is the establishment of NEXA, an exclusive automotive channel targeting the tastes and aspirations of millennials, which has become a game-changer in the industry.

In addition to his corporate responsibilities, Mr. Kalsi has played significant roles in industry and social development in various position, including as:

- Chairman, ASSOCHAM National Council on Auto and Auto Ancillaries.
- Chairman of Institute of Driving and Traffic Research (IDTR) Raipur
- Board member, Institute of Driving and Traffic Research (IDTR)

For his exemplary leadership & achievements, he has been honoured with several awards, including:

- "Marketeer of the Year" by the International Advertising Association
- "Most Illustrious Alumni" by Delhi College of Engineering
- "Best Marketeer of the Year" by World Auto Forum

His areas of expertise include Leadership & Change Management, Business Strategy & Innovation, Startups & New Business Ventures, Aftermarket Parts & Logistics, Operations Management, Digital Transformation.

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 Act, the "Additional Director" 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. Randhir Singh Kalsi as a Non-Executive Independent Director of the Company for a term of 2 years effective from August 11, 2025 till August 10, 2027. Further, the Company has received a notice in writing from a Member, in terms of Section 160 of the Act, proposing his candidature for the office of Director.

The Company has received requisite disclosures/declarations from Mr. Randhir Singh Kalsi 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 all other necessary information/documents/declarations as prescribed under the applicable statutes.

As per regulation 25(8) of Listing Regulations, Mr. Randhir Singh Kalsi 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. Randhir Singh Kalsi has registered himself in the data bank of the Independent Directors maintained with the Indian Institute of Corporate Affairs.

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

Mr. Randhir Singh Kalsi is not related to any Director or any other Key Managerial Personal of the Company. Except Mr. Randhir Singh Kalsi, none of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 1 of the Notice.

In the opinion of the Board, Mr. Randhir Singh Kalsi, 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 technical experience will immensely benefit the Company. Therefore, Board recommends the Special Resolution as set forth in Item No. 1 of the accompanying Notice for the approval of the Members of the Company.

ITEM NO.2

Mrs. Rashmi Hemant Urdhwareshe (DIN: 08668140) is currently an Independent Director of the Company, Chairperson of the Nomination and Remuneration Committee and member of Audit, Corporate Social and Responsibility Committee and NCD Committee. She was appointed as an Independent Director on the Board of the Company for a term of three years w.e.f. January 25, 2023 to January 24, 2026.

Pursuant to the applicable provisions 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 meeting held on August 06, 2025, after taking into account the performance evaluation of Mrs. Rashmi Hemant Urdhwareshe during her first term of 3 (Three) years and considering her knowledge, acumen, expertise, substantial contribution and time commitment, has approved the re-appointment of Mrs. Rashmi Hemant Urdhwareshe as a Non-executive Independent Director for a second term of 3 (three) consecutive years w.e.f., January 25, 2026 to January 24, 2029, subject to the approval of the members of the Company.

Brief Profile of Mrs. Rashmi Hemant Urdhwareshe:

Mrs. Rashmi Hemant Urdhwareshe holds Master's degree in E& TC and several other professional qualifications such as Diploma in Corporate Directorship (from WCCG), Six Sigma Black Belt (from ASQ) etc. Her over four decades of industrial experience and expertise includes wide range of subjects in automotive domain (like vehicular safety, Air quality and exhaust measurements, Standards/ Regulations, R&D and technology, E mobility, Alternate fuels and green technologies, Quality Systems and Business Excellence, etc.).

Mrs. Rashmi Hemant Urdhwareshe retired as Director ARAI (Automotive Research Association of India, Pune) in June 2020. Having started her career as Trainee Engineer, Mrs. Urdhwareshe rose through the ranks to take the coveted position as Director of ARAI in year 2014. ARAI is the prestigious autonomous R&D and Homologation Institute located in Pune. During her illustrious tenure as Director, ARAI scaled new heights in technology, business excellence and R&D. Under her leadership Center of Excellence in E-Mobility, Homologation

and Technology Centre and several key facilities were created to provide dedicated services to the automotive and other engineering sectors at national and international level.

Mrs. Urdhwareshe has served as the Chair/ Vice Chair of various national/ international bodies and contributed greatly to developing automotive safety, emission and fuel efficiency standards under CMVR. She has also been an integral part of Indian delegations and led the technical deliberations from Indian side at UN-ECE WP.29 at Geneva in for about 15 years (1996 to 2020). She is the Past President of SAE India (Society of Automobile Engineers). With huge experience and wide expertise, Mrs. Rashmi has also taken up Advisory and Mentorship roles for Corporates, Educational/ Research programs and Government Agencies.

Mrs. Urdhwareshe is Co-author of Book on Total Quality Management. She has independently authored book "Women and Workplaces". She is a recipient of several awards in the areas of Women Empowerment, Corporate Leadership, Engineering Excellence, E-mobility, Business Excellence, Economic Development, Quality Excellence and many more. For her lifetime contributions towards development of Automotive Technology, she is honored with Nari Shakti Puraskar 2019, at the hands of Hon'ble President of India on March 08 2020.

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

The Company has received requisite disclosures/declarations from Mrs. Rashmi Hemant Urdhwareshe 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; (v) declaration of independence u/s 149 of the Act, Regulation 16(1)(b) and Regulation 25(8) of the SEBI Listing Regulations and all other necessary information/documents/declarations as prescribed under the applicable statutes.

As per regulation 25(8) of Listing Regulations, Mrs. Rashmi Hemant Urdhwareshe has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence as an Independent Director of the Company. Further, Mrs. Rashmi Hemant Urdhwareshe has registered herself in the data bank of the Independent Directors maintained with the Indian Institute of Corporate Affairs.

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.

Mrs. Rashmi Hemant Urdhwareshe is not related to any Director or any other Key Managerial Personal of the Company. Except Mrs. Rashmi Hemant Urdhwareshe, 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.

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.

in the opinion of the Board, Mrs. Rashmi Hemant Urdhwareshe, is a person of integrity and fulfils the conditions as specified in the Act and the rules made thereunder and she is independent of the management and she possess the requisite skills, expertise, knowledge and capabilities at may be required for the role of Independent Director of the Company. Therefore, Board recommends the Special Resolution as set forth in Item No. 2 of the accompanying Notice for the approval of the Members of the Company.

Annexure-1

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

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT THROUGH POSTAL BALLOT PROCESS

Name of Director	Mr. Randhir Singh Kalsi	Mrs. Rashmi Hemant Urdhwareshe
DIN	01453119	08668140
Date of Birth	July 10, 1959	December 20, 1959
Age (in years)	66 Years	65 Years
Nationality	Indian	Indian
Qualification	Graduate in Mechanical Engineering from Delhi College of Engineering (now DTU)	Master's degree in E& TC and several other professional qualifications such as Diploma in Corporate Directorship (from WCCG), Six Sigma, Black Belt (from ASQ).
Experience (including expertise in specific functional area)/ Brief Resume	<p>Mr. Randhir Singh Kalsi is a passionate entrepreneurial innovator with over four decades at the forefront of the Indian automotive industry. Renowned for his leadership and technical expertise, Mr. Kalsi has driven transformative initiatives that have shaped Maruti Suzuki India Ltd. (MSIL) into a market leader. His strategic vision, operational acumen, and focus on innovation have positioned him as an inspirational business leader known for delivering impactful results.</p> <p>Mr. Kalsi has made significant contribution to the industry and society at large and played key roles in various positions, such as:</p> <ul style="list-style-type: none"> Chairman, ASSOCHAM National Council on Auto and Auto Ancillaries. Chairman of Institute of Driving and Traffic Research (IDTR) Raipur Board member, Institute of Driving and Traffic Research (IDTR) <p>Please also refer Item no. 1 to Explanatory statement of the Notice.</p>	<p>Mrs. Rashmi Hemant Urdhwareshe holds Master's degree in E& TC and several other professional qualifications such as Diploma in Corporate Directorship (from WCCG), Six Sigma Black Belt (from ASQ) etc. Her over four decades of industrial experience and expertise includes wide range of subjects in automotive domain (like vehicular safety, Air quality and exhaust measurements, Standards/ Regulations, R&D and technology, E mobility, Alternate fuels and green technologies, Quality Systems and Business Excellence, etc.). She is a recipient of several awards in the areas of Women Empowerment, Corporate Leadership, Engineering Excellence, E-mobility, Business Excellence, Economic Development, Quality Excellence and many more.</p> <p>For her lifetime contributions towards development of Automotive Technology, she is honored with Nari Shakti Puraskar 2019, at the hands of Hon'ble President of India on March 08 2020.</p> <p>Please also refer Item no. 2 to Explanatory statement of the Notice.</p>
The skills and capabilities required for the role and manner in which the Director meets such requirements	<p>The role of Independent Director requires strategic vision, leadership, industry expertise, and the ability to contribute effectively to Board deliberations while guiding the Company's sustainable growth. Mr. Randhir Singh Kalsi brings over four decades of experience in the Indian automotive sector, combining entrepreneurial innovation with deep technical knowledge and operational acumen. His leadership at Maruti Suzuki India Ltd. and key positions such as Chairman of ASSOCHAM National Council on Auto and Auto Ancillaries and Board Member of IDTR highlight his capability to drive transformative initiatives.</p>	<p>The role of Independent Director requires for strategic vision, deep technical expertise, leadership, and the ability to guide the Company on matters of governance, innovation, and sustainable growth. Mrs. Rashmi Hemant Urdhwareshe, with over four decades of experience in the automotive sector, exemplifies these capabilities. As former Director of ARAI, she demonstrated exceptional leadership in advancing R&D, technology, safety, and green mobility, while representing India at international forums such as UN-ECE WP.29. With her wide-ranging expertise and proven ability to influence policy, innovation, and industry standards, Mrs. Urdhwareshe brings the requisite skills to make significant contributions to the Company endeavors.</p>

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
Existing and Proposed Remuneration (including sitting fees, if any)	Existing Remuneration is Nil. Mr. Kalsi will be paid sitting fee as per Nomination and Remuneration Policy of the Company read with the provisions of the Act.	Apart from sitting fee of ₹11,25,000/-, Mrs. Rashmi Hemant Urdhware she did not receive any remuneration during the financial year 2024-25.
Date of first appointment on the Board	August 11, 2025	January 25, 2023
Shareholding in the Company as on the Date of Notice including shareholding as beneficial owner	Nil	Nil
Relationship with other Directors/Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Number of meetings of the Board attended during the FY 2024-25 and 2025-26 till the date of notice	NA	FY 2024-25 No. of Meetings held: 10 (Ten) No. of Meetings attended: 10 (Ten) FY 2025-26 No. of Meetings held: 4 (Four) No. of Meetings Attended: 4 (Four)
Directorships of other Boards as on the date of Notice	Listed Vardhman Special Steels Limited	Listed 1) Bimetal Bearings Limited 2) Sterling Tools Limited 3) ZF Commercial Vehicle Control Systems India Limited Unlisted 1) Pinnacle Industries Limited 2) Pinnacle Mobility Solutions Private Limited 3) Pune Knowledge Cluster Foundation 4) Addison & Co. Limited 5) Uno Mindarika Private Limited 6) Uno Minda Kyoraku Limited 7) Simpson And Company Limited 8) Sterling Gtake E-Mobility Limited
Names of the Listed Entities from which resigned is last 3 years	Nil	Nil
Membership/ Chairmanship of Committees of Uno Minda Ltd.	NA	Chairperson of Nomination and Remuneration Committee and Member of Audit Committee, CSR Committee and NCD Committee of the Company

Membership/ Chairmanship of Committees of other Boards as the date of notice	Member in Nomination and Remuneration Committee of Vardhman Special Steels Limited	<ol style="list-style-type: none"> 1. Member of Audit Committee and Nomination and Remuneration Committee of Bimetal Bearings Ltd. 2. Member of Stakeholders Relationship Committee, Nomination and Remuneration Committee and Risk Management Committee of ZF Commercial Vehicles Control Systems India Ltd. 3. Member of Audit Committee and CSR Committee of Sterling Tools Limited 4. Member of CSR Committee of Simpson & Company Limited 5. Member of Audit Committee of Pinnacle Mobility Solution Pvt. Ltd. 6. Chairperson of CSR Committee and Nomination and Remuneration Committee and Member of Audit Committee of Pinnacle Industries Ltd. 7. Chairperson of Audit and Nomination and Remuneration Committee and Member of CSR Committee of Uno Mindarika Pvt. Ltd. 8. Chairperson of Audit and Nomination and Remuneration Committee and Member of CSR Committee of Uno Minda Kyoraku Limited
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Registered Office:

Uno Minda Limited

B-64/1, Wazirpur Industrial Area, Delhi-110052 CIN:
L74899DL1992PLC050333

By order of the Board of Uno Minda Limited

Date: August 06, 2025
Place: Gurugram

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