

REPORT OF THE INDEPENDENT DIRECTORS OF UNO MINDA LIMITED RECOMMENDING THE PROPOSED SCHEME OF AMALGAMATION OF MINDA ONKYO INDIA PRIVATE LIMITED WITH UNO MINDA LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS.

INDEPENDENT DIRECTORS PRESENT:

Mr. Rajiv Batra	- Independent Director-In Chair
Ms. Rashmi Hemant Urdhwareshe	- Independent Director
Dr. Sandhya Shekhar	- Independent Director
Mr. Randhir Singh Kalsi	- Independent Director

LEAVE OF ABSENCE:

Mr. Abhay Damle	-Independent Director
Mr. Shekar Viswanathan	-Independent Director

1. Background

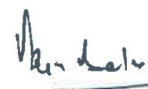
1.1. A meeting of the Independent Directors of Uno Minda Limited ("**Transferee Company**" or "**Company**") was held on August 04, 2026 to consider and recommend to the Board of Directors of the Company ("**Board**"), the proposed scheme of amalgamation of Minda Onkyo India Private Limited ("**Transferor Company**") with the Transferee Company and their respective shareholders and creditors pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules and/or regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("**the Act**") and other applicable laws including but not limited to relevant provisions of Income-tax Act, 2025 ("**IT Act**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactments thereof for the time being in force) ("**SEBI LODR Regulations**"), including the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93, dated June 20, 2023 and Master Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/0000000103 dated July 11, 2025 issued by the Securities and Exchange Board of India ("**SEBI**") or any other circulars issued by SEBI applicable to schemes of arrangement from time to time ("**SEBI Scheme Circular**") (the "**Scheme**").

1.2. The Transferee Company is a public listed company incorporated under the provisions of the Companies Act, 1956. The equity shares of the Transferee Company are listed on National Stock Exchange of India Ltd. ("**NSE**") and BSE Ltd. ("**BSE**") (collectively the "**Stock Exchanges**").

The non-convertible Debentures ("**NCDs**") issued by the Company are listed on BSE, the details of which are described below:

- 10,000 (ten thousand) unsecured, listed, rated, redeemable, non-convertible, non-cumulative, taxable debentures of a face value of Rs 100,000 (Indian Rupees One Lakh Only) each under 7.85% Uno Minda Limited NCD 2027 amounting to Rs 100,00,00,000 (Indian Rupees One hundred Crore Only);

- b) 5,000 (five thousand) unsecured, listed, rated, redeemable, non-convertible, non-cumulative, taxable debentures of a face value of Rs 100,000 (Indian Rupees One Lakh Only) each under 7.85% Uno Minda 2027 Series I amounting to Rs 50,00,00,000 (Indian Rupees Fifty Crore Only);
 - c) 10,000 (ten thousand) unsecured, listed, rated, redeemable, non-convertible, non-cumulative, taxable debentures of a face value of Rs 100,000 (Indian Rupees One Lakh Only) each under 7.88% Uno Minda 2027 Series II amounting to Rs 100,00,00,000 (Indian Rupees One Hundred Crore Only);
 - d) 10,000 (ten thousand) unsecured, listed, rated, redeemable, non-convertible, non-cumulative, taxable debentures of a face value of Rs 100,000 (Indian Rupees One Lakh Only) each under 7.75% Uno Minda 2026 Series I amounting to Rs 100,00,00,000 (Indian Rupees One Hundred Crore Only);
 - e) 5,000 (five thousand) unsecured, listed, rated, redeemable, non-convertible, non-cumulative, taxable debentures of a face value of Rs 100,000 (Indian Rupees One Lakh Only) each under 7.75% Uno Minda 2027 Series II amounting to Rs 50,00,00,000 (Indian Rupees Fifty Crore Only);
 - f) 10,000 (ten thousand) unsecured, listed, rated, redeemable, non-convertible, non-cumulative, taxable debentures of a face value of Rs 100,000 (Indian Rupees One Lakh Only) each under 7.12% Uno Minda Series I Debentures amounting to Rs 100,00,00,000 (Indian Rupees One hundred Crore Only);
 - g) 10,000 (ten thousand) unsecured, listed, rated, redeemable, non-convertible, non-cumulative, taxable debentures of a face value of Rs 100,000 (Indian Rupees One Lakh Only) each under 7.11% Uno Minda 2027 Series II Debentures amounting to Rs 100,00,00,000 (Indian Rupees One hundred Crore Only)
- 1.3. The Transferor Company is a company incorporated under the provisions of the Companies Act, 2013. The Transferor Company is the Subsidiary of the Transferee Company. The Transferee Company along with its nominees holds 99% of the equity share capital of Transferor Company.
- 1.4. The Scheme provides for the amalgamation of the Transferor Company with the Company and various other matters consequent and incidental thereto.
- 1.5. In terms of the SEBI Scheme Circular, a report from the Independent Director recommending the draft Scheme is required, taking into consideration, inter alia, that the Scheme is not detrimental to the shareholders of the Transferee Company. Accordingly, this report of the Independent Directors is made in order to comply with the requirements of the SEBI Scheme Circular.






2. Salient features of the Scheme

The Scheme is pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act, and provides for, inter alia, the following:

- 2.1. Amalgamating the entire business of the Transferor Company with the Transferee Company in accordance with the Sections 230 to 232 and other applicable provisions of the Act, the provisions of the SEBI Scheme Circular and the Income Tax Act, 2025.
- 2.2. To the extent equity share capital of the Transferor Company is held by the Transferee Company and its nominee shareholders, upon the Scheme becoming effective, there shall be no issue of shares by the Transferee Company against such equity shares which are held by the Transferee Company and its Nominees in the Transferor Company. The equity shares held by Transferee Company along with its nominees in the Transferor Company shall stand cancelled and extinguished without any further application, act, instrument, or deed.
- 2.3. Upon the Scheme becoming effective, the Transferor Company will dissolve without winding up and in consideration of transfer and vesting of the Transferor Company in the Transferee Company in terms of the Scheme, the Transferee Company shall issue and allot its fully paid-up equity shares to all shareholders of the Transferor Company as on the Record Date (as defined under the Scheme) or to their respective heirs, executors, administrators or other legal representative or other successors in title as on the Record Date or in case Transferor Company is liquidated or wound-up or similar effect is done to the legal status of Transferor Company, to Investor Education and Protection Fund (IEPF) Authority in the following manner:

"6 (Six) fully paid-up equity shares of Rs. 2 (Two) each of the Transferee Company shall be issued and allotted for every 10000 (Ten Thousand) fully paid-up equity shares of Rs. 10 (Ten) each held in Transferor Company" ("Share Exchange Ratio")
- 2.4. The issuance of equity shares in accordance with paragraph 2.3 above, in consideration of the amalgamation will be undertaken following effectiveness of the Scheme and these shares shall be listed on the Stock Exchanges.
- 2.5. Appointed Date means April 1, 2026, or such other date as may be mutually agreed by the Boards of the Transferor Company and the Transferee Company or such other date as may be fixed by the National Company Law Tribunal ("NCLT");
- 2.6. The Scheme is subject to certain conditions precedent including:
 - (a) The Scheme being approved by the requisite majority of members and/or secured and unsecured creditors including Holders of NCDs (where applicable) of the Companies in accordance with the Act and the SEBI Scheme Circular, and as may be directed by the NCLT;

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- (b) receipt of no-objection/ observation letter from the Stock Exchanges in relation to the Scheme under Regulation 37 and Regulation 59A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (c) all other sanctions and approvals including from Governmental Authorities, as may be applicable, in respect of the Scheme being obtained;
- (d) Scheme being sanctioned by the NCLT in terms of Section 230 to Section 232 and other relevant provisions of the Act; and
- (e) certified copies of the sanction orders of the NCLT approving the Scheme being filed with the relevant Registrar of the Companies.

3. Rationale of the Scheme

The amalgamation would be in the best interest of the companies and their respective shareholders, employees, creditors and other stakeholders for, inter alia, the following reasons:

- (a) The Transferor Company was a Joint Venture Company pursuant to Joint Venture Agreement executed on December 19, 2016 between the Company and Onkyo Corporation, Japan. Subsequently Onkyo Corporation, Japan was restructured and the business of speaker was demerged and transferred to Onkyo Sound Corporation. Pursuant to the aforementioned restructuring an addendum to Joint Venture Agreement was entered on March 15, 2021. Subsequently bankruptcy proceedings were initiated against the Joint Venture partner Onkyo Sound Corporation vide order of Osaka, District Court Japan on March 28, 2022. Post that Transferee Company entered into Share Purchase Agreement on August 29, 2024 with Onkyo Sound Corporation and has acquired in tranches the 49% stake held by Onkyo Sound Corporation. The present holding of Transferee Company is 99% in Transferor Company. As the JV agreement has been terminated and the Transferee Company has control over the affairs of Minda Onkyo India Pvt Ltd, Transferor Company, it is more expedient to amalgamate the said company with Transferee Company to have more synergies for business operations and to reduce cost of operations instead of carrying out the operations of Transferor Company as a separate legal entity;
- (b) It would result in an amalgamated company that is expected to have improved financial strength. Particularly, the Transferor Company and Transferee Company believe that the combined business will augment revenue growth and merged profitability;
- (c) It would facilitate more economic and efficient management, control and running of the businesses of the Company concerned;
- (d) It would enable a focused business approach for the maximization of benefits to all stakeholders;

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- (e) It is expected to achieve simplification of holding structure of entities forming part of the group, improve operational and management efficiencies, streamline business operations and decision-making process and enable greater economies of scale;
- (f) It is expected to achieve greater transparency, operational efficiency and better utilization of resources by combining the business strength of the Transferor Company and the Transferee Company;
- (g) It would provide combined access to business relationships and other intangible benefits that the Transferor Company and the Transferee Company have built over the years;
- (h) It would significantly enhance scale for the combined business and bridge the gap between the Company and their peers;
- (i) strengthening of the Transferee Company's product portfolio.

4. Need for the amalgamation

The Scheme would enable significant enhancement of scale for the combined business, a cohesive "go to market" strategy, cross-selling and up-selling opportunities as part of combined business, diversification, reduced concentration risks, combined business to exploit the complimentary capabilities of the combined business including consolidating its position in the speaker business in auto components industry, scaling in high-growth verticals and expand into new verticals.

5. Effect of the Scheme on the Shareholders and NCDs Holders

- 5.1. The Independent Directors discussed the salient features, rationale and expected benefits of the Scheme. The Committee noted that the proposed Scheme is not detrimental to the interest of the shareholders, including the minority shareholders, on account of benefits as enumerated above and that the Scheme will unlock long term value.
- 5.2. The Independent Directors also noted that pursuant to the Scheme, the shareholders of the Company will have a share in returns arising from large business operations and asset base of the Company.
- 5.3. Upon the Scheme becoming effective, the Transferor Company shall be dissolved without being wound up and the shareholders of the Transferor Company shall become shareholders of the Company.
- 5.4. Pursuant to the Scheme, there will be no change in terms and conditions of the NCDs of the Company. The holders of the NCDs of the Company as on the Effective Date will continue to hold the NCDs, without any interruption and on the same terms including the coupon rate.

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the tenure, the redemption price, quantum, and the nature of security, ISIN, etc. Accordingly, the interests of the NCD holders are protected.

- 5.5. Upon the Scheme becoming effective, the said NCDs will continue to be freely tradeable and listed on BSE Limited, thereby providing liquidity to the holders of the NCDs and accordingly, no exit offer is provided to holders of NCDs of the Company. Accordingly, the Scheme will have no adverse impact on the holders of the NCDs of the Company.
- 5.6. The Independent Directors noted that there are no past pending schemes, open offers or any other pending action which may have an impact on the scheme.
- 5.7. Considering the overall rationale and benefits of the Scheme, the Independent Directors are of the unanimous view that the Scheme is in the best interest of all stakeholders including the shareholders of the Company. The Scheme will not be detrimental/ adversely affect the rights or interest of any shareholder of the Company including the minority shareholders, in any manner whatsoever.

6. Documents placed before the Independent Directors.

- 6.1. Proposed Scheme of Amalgamation;
- 6.2. Valuation report issued by Mr. Gaurang Agarwal, Registered Valuer, ("**Valuation Report**") describing the methodology adopted by them in arriving at the fair value of shares of both Transferor Company and Transferee Company and the share exchange ratio for the proposed scheme;
- 6.3. Fairness opinion issued by M/s. 3Dimesion Capital Services Limited, SEBI Registered Category-I Merchant Banker, providing an opinion on the fair value of shares of both transferor Company and transferee Company and the share exchange ratio recommended in the aforesaid Valuation Report.
- 6.4. Certificate from M/s S. R. Batliboi & Co. LLP (ICAI Reg. No. 301003E/E300005), Statutory Auditor of Transferee Company, (i) certifying the payment/ repayment capability of the Company against outstanding listed Non-Convertible Debentures (NCDs) of the Transferee Company, (ii) confirming the accounting treatment stated in the Scheme is in compliance with the accounting standards prescribed under Section 133 of the Act and other generally accepted accounting principles;
- 6.5. Certificate from M/s S. R. Batliboi & Co. LLP, Statutory Auditor of Transferee Company confirming on non-applicability of Paragraph A.10(b) of Part I of the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 along with undertaking by the Transferee Company in that respect;



7. **Recommendations of the Independent Directors**

The Independent Directors, on the basis of its evaluation and independent judgment and taking into consideration, the share exchange ratio and the Fairness Opinion, is of the view that the proposed Scheme is not detrimental to the shareholders and NCDs Holders of the Transferee Company and recommends the proposed Scheme for approval of the Board of Directors of the Company, Stock Exchanges and other appropriate authorities.

For and on behalf of the Independent Directors:




Name: Rajiv Batra

Designation: Independent Director

Date: August 04, 2026

Place: Gurugram

