Uno Minda Limited

UNO MINDA
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Ref. No. Z-IV/R-39/D-2/NSE/207 & 174
Date: August 04, 2026

National Stock Exchange of India Ltd. Listing Deptt., Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051	BSE Ltd. Regd. Office: Floor - 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001
NSE Symbol: UNOMINDA	**BSE Scrip: 532539**

Sub: - Outcome of the Adjourned Board Meeting concluded on Tuesday, August 04, 2026
Ref: Our Intimation dated July 30, 2026 for considering

Dear Sir(s)/ Madam,

This is further to our earlier communication dated August 04, 2026, where it was informed that the meeting of the Board of Directors of the Company held today was commenced at 10:40 A.M. and was adjourned at 11:00 A.M.

The meeting subsequently resumed today at 1:30 P.M. in which the Board has, inter-alia, considered and approved the following matter:

Scheme of Amalgamation amongst Minda Onkyo India Pvt. Ltd., Subsidiary with Uno Minda Limited and their respective shareholders and creditors

The Board of Directors on the basis the recommendations of the Audit Committee and the Independent Directors of the Company has approved the Scheme of Amalgamation of Minda Onkyo India Pvt. Ltd. ("MOIPL" or "Transferor Company") with Uno Minda Limited ("UML" or "Transferee Company") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme").

The Scheme is subject to necessary statutory and regulatory approvals including the approval of shareholders and creditors and the Hon'ble National Company Law Tribunal, having jurisdiction over the respective companies. Further, the Company will file the Scheme with the Stock Exchange(s) pursuant to the provisions of Regulation 37 and 59A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI Listing regulations"].

Pursuant to Regulation 30 of SEBI Listing Regulations, read with Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, the requisite details against the aforesaid matter(s) are enclosed as **Annexure- I** to this letter.

The above disclosures are made in compliance with Regulation 30, 51 and other applicable provisions of the SEBI Listing Regulations.

The Board Meeting concluded at 2:30 P.M.

The aforesaid disclosures are also being made available on the website of the Company at www.unominda.com.

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Please take the same on your records.

Thanking you.

Yours faithfully,
For Uno Minda Limited

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UNO MINDA LIMITED

Tarun Kumar Srivastava

Digitally signed by Tarun Kumar Srivastava
Date: 2026.08.04 14:34:43 +05'30'

Tarun Kumar Srivastava
Company Secretary & Compliance Officer
ICSI M. No. 11994
Place: Manesar, Gurugram

Annexure- I

Disclosure under Sub-Para (1) of Para A of Part A of Schedule III to the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026:

<table>
<tr><th>Sr. No.</th><th colspan="2">Particulars</th></tr>
<tr><td>a)</td><td>Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.</td><td>1. Name of the Transferor Company: Minda Onkyo India Private Limited ("MOIPL" or "Transferor Company"). It is a Subsidiary of UML.

2. Name of the Transferee Company: Uno Minda Limited ("UML" or "Transferee Company").

3. Turnover and Net worth of Companies based on audited financial statements as at 31st March 2026:

(Amount in INR Crores)
<table><tr><th>Name of the Company</th><th>Net Worth</th><th>Turnover</th></tr><tr><td>MOIPL</td><td>28.39</td><td>40.28</td></tr><tr><td>UML</td><td>5793.87</td><td>14699.65</td></tr></table></td></tr>
<tr><td>b)</td><td>whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";</td><td>Yes, since UML and MOIPL are related parties.

However, the said transaction shall not attract compliance with the requirements of Section 188 of the Companies Act, 2013 pursuant to the clarifications given by the Ministry of Corporate Affairs, vide its General Circular No. 30/2014 dated 17th July 2014.

Further, the consideration to be discharged for the Scheme is determined by Independent Registered Valuer on which a fairness opinion has been issued by an Independent Category 1 merchant banker, the transaction therefore is at arm's length.</td></tr>
<tr><td>c)</td><td>area of business of the entity(ies)</td><td>The Companies are primarily engaged in the business of manufacturing and selling of Automotive Components.</td></tr>
<tr><td>d)</td><td>rationale for amalgamation/ merger</td><td>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:</td></tr>
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		(a) Transferor Company was a joint venture company pursuant to Joint Venture Agreement executed on December 19, 2016 between the Transferee 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 Transferor Company, it is more expedient to amalgamate the said Transferor 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; (e) It is expected to achieve simplification of holding structure of entities forming part of the group, improve operational and management

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<td>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 Transferee Company and their peers;

(i) strengthening of the Transferee Company's product portfolio.</td>
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<td>e)</td>
<td>in case of cash consideration – amount or otherwise share exchange ratio</td>
<td>Upon the Scheme becoming effective, the Transferee Company will issue 6 fully paid-up equity share(s) of INR 2/- each of the Transferee Company to the equity shareholders of the Transferor Company as on the record date for every 10000 fully paid-up equity share(s) of INR 10/- each held by such equity shareholders of the Transferor Company.

Further, upon the Scheme becoming effective, the equity shares held by Transferee Company along with its nominees in the Transferor Company shall stand cancelled in entirety.

The Appointed date shall be April 1, 2026.</td>
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<td>j)</td>
<td>brief details of change in shareholding pattern (if any) of listed entity</td>
<td>Pre-Amalgamation Shareholding pattern of Uno Minda Ltd:

<table>
<tr><th>Particulars</th><th>No. of shares</th><th>%</th></tr>
<tr><td>Promoter and Promoter group</td><td>394760835</td><td>68.36</td></tr>
<tr><td>Public Shareholding</td><td>182706371</td><td>31.64</td></tr>
<tr><td>Total</td><td>577467206</td><td>100</td></tr>
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		Post-Amalgamation Shareholding pattern* of Uno Minda Ltd: **Particulars** / **No. of shares** / **%** **Promoter and Promoter group** / 394760835 / 68.36 **Public Shareholding** / 182706850 / 31.64 **Total** / **57,74,67,685** / **100** *Kindly note that, post amalgamation shareholding pattern of the Company may undergo a change based upon exercise of ESOP options.

UNO MINDA LIMITED

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