

Ref. No: Z-IV/R-39/D-2/174 & 207

Date: May 12, 2025

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

Dear Sirs,

**Sub: Declaration of Voting Results of Postal Ballot and Submission of Scrutinizer's Report in accordance with Regulations 30 and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations")**

This is in continuation to our earlier communication vide letter dated April 09, 2025 regarding submission of Notice of Postal Ballot dated March 30, 2025 pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 seeking approval of the shareholders in respect of following Resolution(s) :-

S. No.	Type of Resolution	Description of Resolution(s)
1.	Special	To approve Re-designation and appointment of Mr. Nirmal K Minda (DIN: 00014942) as Executive Chairman (Executive Director) of the Company
2.	Special	To approve the Re-designation and appointment of Mr. Ravi Mehra (DIN: 01651911) as Managing Director of the Company
3.	Ordinary	To approve the appointment of Ms. Paridhi Minda (DIN: 00227250) as a Director in the category of Non-Executive Director of the Company
4.	Ordinary	To approve the appointment of Ms. Pallak Minda (DIN: 07991658) as a director in the category of Non-Executive Director of the Company
5.	Special	To approve the appointment of Mr. Shekar Viswanathan (DIN: 01202587) as a Non-Executive Independent Director of the Company
6.	Special	To approve the appointment of Mr. Abhay Damle (DIN: 06845673) as a Non-Executive Independent Director of the Company
7.	Special	To approve 'UNO MINDA EMPLOYEE STOCK OPTION SCHEME 2025' or 'UNO MINDA ESOS-2025'
8.	Special	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'

*Prakash Minda*  
Uno Minda Limited

The Results of the Postal Ballot has been announced today i.e. May 12, 2025 at 05:00 p.m. and as per the Scrutinizer's Report, the resolution relating to the above-mentioned business matter(s), as contained in the aforesaid Postal Ballot Notice have been passed with requisite majority. In this regard, we are enclosing herewith the following: -

- 1) Results of Voting for Postal Ballot by way of e-voting means as per Regulation 44 of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015.
- 2) Scrutinizer's Report dated May 12, 2025 on the Postal Ballot Results.

This is for your information and records please.

Thanking you,  
Yours faithfully,  
for Uno Minda Limited

  
Tarun Kumar Srivastava  
Company Secretary & Compliance Officer

M. No. A11994

Place: Manesar, Gurgaon

Encl: As above

Uno Minda Limited								
Voting Results of Postal Ballot								
Details of Postal Ballot and remote e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:								
Date of the Last date of Postal Ballot/E-Voting							09-05-2025	
Total number of shareholders on Cut-off date i.e. April 04, 2025							2,09,926	
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:							N.A.	
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:							N.A.	
<b>1. Special Resolution: To approve de-designation and appointment of Mr. Nirmal K Minda (Din: 00014942) as Executive Chairman (Executive Director) of the Company</b>								
Whether promoter/ promoter group are interested in the Agenda/resolution							Yes	
Category	Mode of Voting	No. of shares held	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	39,47,54,841	39,24,21,841	99.409	39,24,21,841	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		<b>39,24,21,841</b>	<b>99.409</b>	<b>39,24,21,841</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting	14,49,35,964	12,27,25,634	84.676	7,10,60,535	5,16,65,099	57.902	42.098
	Postal Ballot		0	0	0	0	0	0
	Total		<b>12,27,25,634</b>	<b>84.676</b>	<b>71060535</b>	<b>5,16,65,099</b>	<b>57.902</b>	<b>42.098</b>
Public-Non Institutions	E-Voting	3,44,73,040	26,77,791	7.768	2676562	1,229	99.954	0.0459
	Postal Ballot		0	0	0	0	0	0
	Total		<b>26,77,791</b>	<b>7.768</b>	<b>2676562</b>	<b>1,229</b>	<b>99.954</b>	<b>0.0459</b>
Total		<b>57,41,63,845</b>	<b>51,78,25,266</b>	<b>90.188</b>	<b>46,61,58,938</b>	<b>5,16,66,328</b>	<b>90.022</b>	<b>9.978</b>




<b>2. Special Resolution: To approve the Re-designation and appointment of Mr. Ravi Mehra (DIN: 01651911) as Managing Director of the Company:</b>								
Whether promoter/ promoter group are interested in the Agenda/resolution							Yes	
Category	Mode of Voting	No. of shares held	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	39,47,54,841	39,24,21,841	99.409	39,24,21,841	0	100	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>39,24,21,841</b>	<b>99.409</b>	<b>39,24,21,841</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting	14,49,35,964	12,22,80,920	84.369	11,59,84,369	62,96,551	94.851	5.149
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>12,22,80,920</b>	<b>84.369</b>	<b>11,59,84,369</b>	<b>62,96,551</b>	<b>94.851</b>	<b>5.149</b>
Public-Non Institutions	E-Voting	3,44,73,040	26,77,571	7.767	26,71,561	6,010	99.776	0.224
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>26,77,571</b>	<b>7.767</b>	<b>26,71,561</b>	<b>6,010</b>	<b>99.776</b>	<b>0.224</b>
<b>Total</b>		<b>57,41,63,845</b>	<b>51,73,80,332</b>	<b>90.110</b>	<b>51,10,77,771</b>	<b>63,02,561</b>	<b>98.782</b>	<b>1.218</b>
<b>3. Ordinary Resolution: To approve the appointment of Ms. Paridhi Minda (DIN: 00227250) as a Director in the category of Non-Executive Director of the Company:</b>								
Whether promoter/ promoter group are interested in the Agenda/resolution							Yes	
Category	Mode of Voting	No. of shares held	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	39,47,54,841	39,24,21,841	99.409	39,24,21,841	0	100	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>39,24,21,841</b>	<b>99.409</b>	<b>39,24,21,841</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting	14,49,35,964	12,27,29,924	84.679	12,22,83,263	4,46,661	99.636	0.364
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>12,27,29,924</b>	<b>84.679</b>	<b>12,22,83,263</b>	<b>4,46,661</b>	<b>99.636</b>	<b>0.364</b>
Public-Non	E-Voting	3,44,73,040	26,77,521	7.767	26,64,023	13,498	99.496	0.504
	Postal Ballot		0	0	0	0	0	0

Institutions	Total		26,77,521	7.767	26,64,023	13,498	99.496	0.504
Total		57,41,63,845	51,78,29,286	90.188	51,73,69,127	4,60,159	99.911	0.089

**4. Ordinary Resolution: To approve the appointment of Ms. Pallak Minda (DIN: 07991658) as a director in the category of Non-Executive Director of the Company:**

Whether promoter/ promoter group are interested in the Agenda/resolution							Yes	
Category	Mode of Voting	No. of shares held	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	39,47,54,841	39,24,21,841	99.409	39,24,21,841	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		<b>39,24,21,841</b>	<b>99.409</b>	<b>39,24,21,841</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting	14,49,35,964	12,27,29,924	84.679	12,22,83,263	4,46,661	99.636	0.364
	Postal Ballot		0	0	0	0	0	0
	Total		<b>12,27,29,924</b>	<b>84.679</b>	<b>12,22,83,263</b>	<b>4,46,661</b>	<b>99.636</b>	<b>0.364</b>
Public-Non Institutions	E-Voting	3,44,73,040	26,77,521	7.767	26,62,565	14,956	99.441	0.559
	Postal Ballot		0	0	0	0	0	0
	Total		<b>26,77,521</b>	<b>7.767</b>	<b>26,62,565</b>	<b>14,956</b>	<b>99.441</b>	<b>0.559</b>
Total		<b>57,41,63,845</b>	<b>51,78,29,286</b>	<b>90.188</b>	<b>51,73,67,669</b>	<b>4,61,617</b>	<b>99.911</b>	<b>0.089</b>

**5. Special Resolution: To approve the appointment of Mr. Shekar Viswanathan (DIN: 01202587) as a Non-Executive Independent Director of the Company**

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	39,47,54,841	39,24,21,841	99.409	39,24,21,841	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		<b>39,24,21,841</b>	<b>99.409</b>	<b>39,24,21,841</b>	<b>0</b>	<b>100</b>	<b>0</b>
	E-Voting		12,27,29,924	84.679	12,26,82,202	47,722	99.961	0.038

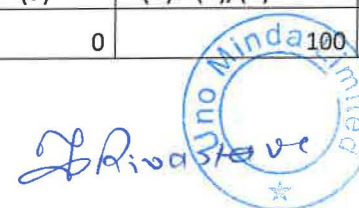
Public-Institutions	Postal Ballot		0	0	0	0	0	0
	Total	14,49,35,964	12,27,29,924	84.679	12,26,82,202	47,722	99.961	0.038
Public-Non Institutions	E-Voting		26,76,909	7.765	26,72,555	4,354	99.837	0.162
	Postal Ballot		0	0	0	0	0	0
	Total	3,44,73,040	26,76,909	7.765	26,72,555	4,354	99.837	0.162
Total		57,41,63,845	51,78,28,674	90.188	51,77,76,598	52,076	99.990	0.010

**6. Special Resolution: To approve the appointment of Mr. Abhay Damle (DIN: 06845673) as a Non-Executive Independent Director of the Company**

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting		39,24,21,841	99.409	39,24,21,841	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	39,47,54,841	39,24,21,841	99.409	39,24,21,841	0	100	0
Public-Institutions	E-Voting		12,27,29,924	84.678	12,27,29,924	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	14,49,35,964	12,27,29,924	84.678	12,27,29,924	0	100	0
Public-Non Institutions	E-Voting		26,76,675	7.764	26,72,231	4,444	99.833	0.166
	Postal Ballot		0	0	0	0	0	0
	Total	3,44,73,040	26,76,675	7.764	26,72,231	4,444	99.833	0.166
Total		57,41,63,845	51,78,28,440	90.188	51,78,23,996	4,444	99.999	0.001

**7. Special Resolution: To approve the Uno Minda Employee Stock Option Scheme 2025 or Uno Minda ESOS-2025**

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)=(5)/(2)*100
Promoter	E-Voting		39,24,21,841	99.409	39,24,21,841	0	100	0



and Promoter Group	Postal Ballot		0	0	0	0	0	0
	Total	39,47,54,841	<b>39,24,21,841</b>	<b>99.409</b>	<b>39,24,21,841</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting		12,27,29,924	84.679	7,92,03,445	4,35,26,479	64.535	35.465
	Postal Ballot		0	0	0	0	0	0
	Total	14,49,35,964	<b>12,27,29,924</b>	<b>84.679</b>	<b>7,92,03,445</b>	<b>4,35,26,479</b>	<b>64.535</b>	<b>35.465</b>
Public-Non Institutions	E-Voting		26,76,898	7.765	26,62,846	14,052	99.475	0.525
	Postal Ballot		0	0	0	0	0	0
	Total	3,44,73,040	<b>26,76,898</b>	<b>7.765</b>	<b>26,62,846</b>	<b>14,052</b>	<b>99.475</b>	<b>0.525</b>
Total		<b>57,41,63,845</b>	<b>51,78,28,663</b>	<b>90.188</b>	<b>47,42,88,132</b>	<b>4,35,40,531</b>	<b>91.592</b>	<b>8.408</b>

**8. Special Resolution: 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'**

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting		39,24,21,841	99.409	39,24,21,841	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	39,47,54,841	<b>39,24,21,841</b>	<b>99.409</b>	<b>39,24,21,841</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting		12,27,25,634	84.677	5,70,03,151	6,57,22,483	46.448	53.552
	Postal Ballot		0	0	0	0	0	0
	Total	14,49,35,964	<b>12,27,25,634</b>	<b>84.676</b>	<b>5,70,03,151</b>	<b>6,57,22,483</b>	<b>46.448</b>	<b>53.552</b>
Public-Non Institutions	E-Voting		26,76,826	7.765	26,62,018	14,808	99.447	0.553
	Postal Ballot		0	0	0	0	0	0
	Total	3,44,73,040	<b>26,76,826</b>	<b>7.765</b>	<b>26,62,018</b>	<b>14,808</b>	<b>99.447</b>	<b>0.553</b>
Total		<b>57,41,63,845</b>	<b>51,78,24,301</b>	<b>90.188</b>	<b>45,20,87,010</b>	<b>6,57,37,291</b>	<b>87.305</b>	<b>12.6945</b>



*Prakash*

SCRUTINIZERS' REPORT

To  
**UNO MINDA LIMITED**  
(CIN: L74899DL1992PLC050333)  
B-64/1, Wazirpur Industrial Area, New Delhi-110052

**Sub: Scrutinizers' Report on postal ballot by way of remote e-voting/Voting by electronic means ("e-voting") conducted in terms of Section 108 and Section 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, in respect of passing of the resolutions contained in the Notice dated -March 30, 2025.**

Dear Sir,

I, Shashikant Tiwari, Partner of M/s. Chandrasekaran Associates, Company Secretaries having office at 11F, Pocket IV, Mayur Vihar, Phase-1, New Delhi-110091, was appointed as Scrutinizer by the Board of Directors of UNO MINDA LIMITED for scrutinizing the postal ballot by way of e-voting means in respect of passing of the resolutions contained in the Postal ballot Notice dated March 30, 2025 ("Notice") in a fair and transparent manner.

**I submit my report as under:**

1. The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the rules made thereunder including 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 and 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 respectively issued by the Ministry of Corporate Affairs ("MCA Circulars") read with applicable SEBI Circulars, (ii) Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (iii) Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings ("SS-2") relating to postal ballot by way of e-voting means.
2. My responsibility as scrutinizer is restricted to prepare a scrutinizers' report of the votes cast by the members for the resolutions contained in the Notice, based on the data downloaded from website of National Securities Depository Limited ("NSDL"), i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com), authorised agency engaged by the Company to provide e-voting facilities till the time fixed for closing of the voting process i.e. Friday, May 09, 2025, 5:00 P.M. (IST).
3. The Members of the Company as on the "cut-off date" i.e. Friday, April 04, 2025, were entitled to vote on the proposed resolutions to be passed through postal ballot by way of e-voting means as set-out in the Notice of Postal Ballot and their shareholding as on cut-off date has been reckoned for the purpose of arriving at the results of the postal ballot.

4. The e-voting period remained open from Thursday, April 10, 2025 , at 9:00 A.M. (IST) and ended on Friday, May 09, 2025 , 2024 at 5:00 P.M. (IST) on the designated platform of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
5. On Wednesday, April 09, 2025, the Company had completed the dispatch of Postal Ballot notice to those Members whose name(s) appeared in the Register of Members/ List of beneficial owners as on the Cut-off date i.e. Friday, April 04, 2025 received from Depositories i.e. National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL"), Registrars and Share Transfer Agent of the Company ("RTA") and whose e-mail id's were registered with the Depositories or with RTA. Pursuant to the MCA Circulars, the Company had dispatched the notice through e-mails only. The Company has not dispatched the postal ballot notice to those members whose e-mail IDs were not registered with the Company and/or Depositories.

However, the Company had also given an option in the Postal Ballot Notice, which was uploaded on the website of the Company ([www.unominda.com](http://www.unominda.com)), National Securities Depository Limited ("NSDL") ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)), BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Ltd. ([www.nseindia.com](http://www.nseindia.com)) to the members to register their e-mail id's with the Company and/ or their depository participants.

6. In view of relaxation given by Ministry of Corporate Affairs and Securities and Exchange Board of India, the Company has not dispatched physical ballots, accordingly, voting done through e-voting means only was considered for this report.
7. As per Rule 20 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 47 of Listing Regulations, Newspaper Advertisements with respect to Postal Ballot Notice were published by the Company in The Financial Express (English) and Jansatta (Hindi) on Thursday, April 10, 2025 informing about the completion of dispatch of Postal Ballot notice to those Members who registered their e-mail id's with the depositories or with RTA of the Company along with other related matters mentioned therein.
8. I had monitored the process of e-voting through the scrutinizer's secured link provided by NSDL through its designated website.
9. After completion of e-voting, votes cast by the Members, were unblocked on Friday, May 09, 2025, at 05:04 P.M. in the presence of two witnesses, Mr. Ankit Kapoor and Ms. Muskan Mittal who are not in the employment of the Company.
10. The particulars of report downloaded from the website of NSDL have been entered in a separate register maintained for the purpose of Postal Ballot.
11. Votes cast by the members through e-voting were reconciled with the records maintained by the RTA of the Company and authorizations lodged with the Company.



12. This report is based on votes cast through e-voting, which was downloaded from the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

13. After ascertaining the votes cast by e-voting, I hereby submit the result as under:

—Report to follow—



**Item No. 1:**

**To approve Re-designation and appointment of Mr. Nirmal K Minda (DIN: 00014942) as Executive Chairman (Executive Director) of the Company: (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.”



	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1107	518081760
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised	2*	256494
	<b>No. of Valid Votes Cast</b>	<b>1105*</b>	<b>517825266</b>

*\*2 members holding 2,97,338 equity shares of the Company, have partially exercised their votes for 40,844 shares in against and not exercised their votes for 256494 shares.*

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	819	466158938	90.022
Against	288	51666328	9.978
<b>Total</b>	<b>1107</b>	<b>517825266</b>	<b>100.000</b>



**Item No. 2**

**To approve the Re-designation and appointment of Mr. Ravi Mehra (DIN: 01651911) as Managing Director of the Company: (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.”



	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1101	517636826
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised	2*	256494
	<b>No. of Valid Votes Cast</b>	<b>1099*</b>	<b>517380332</b>

*\*2 members holding 2,97,338 equity shares of the Company, have partially exercised their votes for 40,844 shares in favor and not exercised their votes for 256494 shares.*

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	1037	511077771	98.782
Against	64	6302561	1.218
<b>Total</b>	<b>1101</b>	<b>517380332</b>	<b>100.000</b>



**Item No. 3**

**To approve the appointment of Ms. Paridhi Minda (DIN: 00227250) as a Director in the category of Non-Executive Director of the Company: (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 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.”

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1104	518085780
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised	2*	256494
	<b>No. of Valid Votes Cast</b>	<b>1102*</b>	<b>517829286</b>



*\*2 members holding 2,97,338 equity shares of the Company, have partially exercised their votes for 40,844 shares in favor and not exercised their votes for 256494 shares.*

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	1064	517369127	99.911
Against	40	460159	0.089
<b>Total</b>	<b>1104</b>	<b>517829286</b>	<b>100.000</b>



Item No. 4

**To approve the appointment of Ms. Pallak Minda (DIN: 07991658) as a director in the category of Non-Executive Director of the Company: (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 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.”

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1104	518085780
Less:	Number of Members & Invalid/ Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised	2*	256494
	<b>No. of Valid Votes Cast</b>	<b>1102*</b>	<b>517829286</b>



*\*2 members holding 2,97,338 equity shares of the Company, have partially exercised their votes for 40,844 shares in favor and not exercised their votes for 256494 shares.*

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	1064	517367669	99.911
Against	40	461617	0.089
<b>Total</b>	<b>1104</b>	<b>517829286</b>	<b>100.000</b>



**Item No. 5**

**To approve the appointment of Mr. Shekar Viswanathan (DIN: 01202587) as a Non-Executive Independent Director of the Company: (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.”

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1103	518085168
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised	2*	256494
	<b>No. of Valid Votes Cast</b>	<b>1101*</b>	<b>517828674</b>



*\*2 members holding 2,97,338 equity shares of the Company, have partially exercised their votes for 40,844 shares in favor and not exercised their votes for 256494 shares.*

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	1081	517776598	99.990
Against	22	52076	0.010
<b>Total</b>	<b>1103</b>	<b>517828674</b>	<b>100.000</b>



**Item No. 6**

**To approve the appointment of Mr. Abhay Damle (DIN: 06845673) as a Non-Executive Independent Director of the Company: (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.”

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1101	518084934
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised	2*	256494
	<b>No. of Valid Votes Cast</b>	<b>1099*</b>	<b>517828440</b>



*\*2 members holding 2,97,338 equity shares of the Company, have partially exercised their votes for 40,844 shares in favor and not exercised their votes for 256494 shares.*

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	1078	517823996	99.999
Against	23	4444	0.001
<b>Total</b>	<b>1101</b>	<b>517828440</b>	<b>100.000</b>



**Item No. 7****To approve 'UNO MINDA EMPLOYEE STOCK OPTION SCHEME 2025' or 'UNO MINDA ESOS-2025': (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 Employee Stock Option Scheme 2025 UNO MINDA ESOS-2025 ESOS-2025 (hereinafter referred to as "the Scheme") and "the Scheme" the Board of Directors of the Company (hereinafter referred to as the "Board" "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") "Equity Shares" by way of issuance of Employee Stock Options ("Options"), the "Options" 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 "Eligible Employees" 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.”

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1102	518085157
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised	2*	256494
	<b>No. of Valid Votes Cast</b>	<b>1100*</b>	<b>517828663</b>

*\*2 members holding 2,97,338 equity shares of the Company, have partially exercised their votes for 15076 shares in favor, for 25768 shares in against and not exercised their votes for 256494 shares.*



Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	851	474288132	91.592
Against	251	43540531	8.408
<b>Total</b>	<b>1102</b>	<b>517828663</b>	<b>100.000</b>



**Item No. 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': (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") ("SEBI"), ("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/ NRC 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") Scheme and to include the offer, issue and allot equity shares of the Company having face value of Rs. 2/- per share ("Equity Shares") Equity Shares by way of issuance of Employee Stock Options ("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.”

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1100	518080795
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised	2*	256494
	<b>No. of Valid Votes Cast</b>	<b>1098*</b>	<b>517824301</b>

\*2 members holding 2,97,338 equity shares of the Company, have partially exercised their votes for 15076 shares in favor, for 25768 shares in against and not exercised their votes for 256494 shares.



Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	779	452087010	87.305
Against	321	65737291	12.695
Total	1100	517824301	100.000



- 14. Based on the aforesaid results, the Ordinary and Special resolutions as mentioned above have been passed with requisite majority. Therefore, the Chairman or any other person authorized by him may accordingly declare the result of Postal Ballot process.
  
- 15. Relevant records pertaining to the electronic voting shall remain in the safe custody of the Scrutinizer, until the Chairman signs the minutes of the Meeting and thereafter the same shall be handed over to the Company Secretary.

Thanking You,  
Yours faithfully,

**For Chandrasekaran Associates**  
**Company Secretaries**  
**FRN: P1988DE002500**  
**Peer Review Certificate No.: 6689/2025**

**Shashikant Tiwari**  
**Partner**  
**Membership No.: F11919**  
**Certificate of Practice No.: 13050**  
**UDIN: F011919G000316289**

Date: May 12, 2025  
Place: Delhi

Countersigned by:  
For and on behalf of  
**Uno Minda Limited**


Chairman or person authorized by him