

Uno Minda Limited

(Formerly known as Minda Industries Limited)



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

Date : 27 June, 2023

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

Dear Sirs,

Sub: Declaration of Results of Postal Ballot Voting

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and in furtherance to our letter 25 May, 2023 together with we sent the copy of the Postal Ballot Notice to the exchanges, which has been sent to the shareholders of the Company, seeking their approval for the following Resolution(s) :-

S.No.	Type of Resolution	Description of Resolution(s)
1	Ordinary	To approve the appointment of Mr. Vivek Jindal (DIN: 01074542) as a Non-Executive Director of the Company.
2	Special	To approve for increase in borrowing powers of the Board under Section 180(1)(c) of the Companies Act, 2013.
3	Special	Creation of charge on the movable, immovable and other assets of the company under Section 180(1)(a) of the Companies Act, 2013.

The Results of the Postal Ballot announced today i.e. 27 June, 2023 at 3.00 p.m. and as per the Scrutinizer's Report, the Resolution(s) relating to the **above mentioned business matter(s), as contained in the Postal Ballot Notice dated 30 March, 2023 have been passed with requisite majority.** In this regard, we are enclosing herewith the following: -

- 1) Results of Voting for Postal Ballot (including e-voting) as per Regulation 44 of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015.
- 2) Scrutinizer's Report dated 27 June, 2023 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



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 Postal Ballot	
Total number of shareholders on Cut-off date i.e. 19 May, 2023	126,698
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	NA
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	NA

1. Ordinary Resolution: To approve the appointment of Mr. Vivek Jindal (DIN-01074542) as 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
Promoters and Promoter Group	E-voting	401,431,394	401431394	100.0000	401431394	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		401431394	100.0000	401431394	0	100.0000	0.0000
Public-Institutions	E-voting	135,299,256	121281800	89.6397	120561255	720545	99.4059	0.5941
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		121281800	89.6397	120561255	720545	99.4059	0.5941
Public-Non Institutions	E-voting	36,283,064	3110659	8.5733	3102342	8317	99.7326	0.2674
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3110659	8.5733	3102342	8317	99.7326	0.2674
Total		573,013,714	525823853	91.7646	525094991	728862	99.8614	0.1386

2. Special Resolution: To approve for increase in Borrowing Powers of the Board under Section 180(1)(c) of the Companies Act, 2013

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
Promoters and Promoter Group	E-voting	401,431,394	401431394	100.0000	401431394	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		401431394	100.0000	401431394	0	100.0000	0.0000
Public-Institutions	E-voting	135,299,256	121281800	89.6397	121281800	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		121281800	89.6397	121281800	0	100.0000	0.0000
Public-Non Institutions	E-voting	36,283,064	3108376	8.5670	3091196	17180	99.4473	0.5527
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3108376	8.5670	3091196	17180	99.4473	0.5527
Total		573,013,714	525821570	91.7642	525804390	17180	99.9967	0.0033

3. Special Resolution: Creation of Charge on the movable, immovable and other assets of the Company under Section 180(1)(a) of the Companies Act, 2013

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
Promoters and Promoter Group	E-voting	401,431,394	401431394	100.0000	401431394	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		401431394	100.0000	401431394	0	100.0000	0.0000
Public-Institutions	E-voting	135,299,256	121281800	89.6397	121281800	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		121281800	89.6397	121281800	0	100.0000	0.0000
Public-Non Institutions	E-voting	36,283,064	3107041	8.5633	3093731	13310	99.5716	0.4284
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3107041	8.5633	3093731	13310	99.5716	0.4284
Total		573,013,714	525820235	91.7640	525806925	13310	99.9975	0.0025

For UNO Minda Limited

T. K. Srivastava
T. K. Srivastava
Company Secretary

SCRUTINIZERS' REPORT

To
UNO MINDA LIMITED
(Formerly known as Minda Industries Limited)
B-64/1, Wazirpur, Industrial Area, 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 110 of the Companies Act, 2013 read with 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, 2023

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 (formerly known as Minda Industries 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, 2023 ("**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 no. 14/2020, 17/2020, 20/2020 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022 and 11/2022 dated April 8, 2020, April 13, 2020, May 05, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022 and December 28, 2022 respectively issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") with the BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**"), 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, authorised agency engaged by the Company to provide e-voting facilities till the time fixed for closing of the voting process i.e. Sunday, June 25, 2023, 5:00 P.M. (IST).
3. The Members of the Company as on the "**cut-off date**" i.e. Friday, May 19, 2023 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 Saturday, May 27, 2023, at 9:00 A.M. (IST) and ended at the close of working hours i.e. 5:00 P.M. (IST) on Sunday, June 25, 2023 on the designated website of NSDL i.e. www.evoting.nsdl.com
5. On Thursday, May 25, 2023, 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 recorded date i.e. May 19, 2023 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), National Securities Depository Limited ("NSDL") (www.evoting.nsdl.com), BSE Limited (www.bseindia.com) and National Stock Exchange of India Ltd. (www.nseindia.com) and also published by way of newspaper advertisements dated May 26, 2023 in "**Financial Express**" (English), all editions and "**Jansatta**" (Hindi), 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 ballot. Further, the Company has also not received any physical ballot form and 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 "**Financial Express**" (English), all editions and "**Jansatta**" (Hindi) on May 26, 2023 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 in the presence of two witnesses, Mr. Ankit Bansal and Mr. Aakarshit Jai 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 casted 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 casted through e-voting, which was downloaded from the website of NSDL i.e. www.evoting.nsdl.com

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



---Result to follow---

ITEM NO. 1: TO APPROVE THE APPOINTMENT OF MR. VIVEK JINDAL (DIN: 01074542) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY (ORDINARY RESOLUTION)

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1,100	526,407,498
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	3*	583,645
	No. of Valid Votes Cast	1,100*	525,823,853*

Notes*:

- (i) 1 (one) member holding 240884 equity shares have partially exercised the vote for 35408 equity share in favor and not exercised vote for 205476 equity shares.
- (ii) 1 (one) member holding 378169 equity shares have partially exercised the votes for 370992 equity shares in favor and for 7717 equity shares in against of the resolution and such member is counted as 1 (one) for the purpose of result.

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	1,067	525,094,991	99.8614
Against	34	728,862	0.1386
Total	1,101^	525,823,853	100.00

^1 (one) member holding 3,78,169 equity shares have partially exercised the votes for 3,70,992 equity shares in favor and for 7,717 equity shares in against of the resolution, hence, the total number of members voted on the resolution has been increased accordingly.



ITEM NO. 2: TO APPROVE INCREASE IN BORROWING POWERS OF THE BOARD UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013 (SPECIAL RESOLUTION)

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1,092	526,027,056
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*	205,486
	No. of Valid Votes Cast	1,092*	525,821,570

Notes*:

2 (Two) Members holding 240,904 equity shares have partially exercised their voting rights in favor of 35,408 shares and against in respect of 10 shares and not exercised for 205,486 shares, respectively.

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	1,041	525,804,390	99.9968
Against	51	17,180	0.0032
Total	1,092	525,821,570	100.00



ITEM NO. 3: CREATION OF CHARGE ON THE MOVABLE, IMMOVABLE AND OTHER ASSETS OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 (SPECIAL RESOLUTION)

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1,089	526,025,726
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*	205,491
	No. of Valid Votes Cast	1,089	525,820,235

Notes*:

2 (Two) Members holding 240,904 equity shares have partially exercised their voting rights in favor of 35,413 equity shares and not exercised for 205,491 equity shares, respectively

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	1,054	525,806,925	99.9975
Against	35	13,310	0.0025
Total	1,089	525,820,235	100.00



14. Based on the aforesaid results, the resolutions as mentioned above has been passed with requisite majority. Therefore, the Chairman or any other person authorized by him may accordingly declare the result of Postal Ballot process.

Thanking You,
Yours faithfully,

**For Chandrasekaran Associates
Company Secretaries
FRN: P1988DE002500
Peer Review Certificate No.: 1428/2021**



Shashikant Tiwari
Partner
Membership No.: F11919
Certificate of Practice No.: 13050
UDIN: F011919E000508745



Date: 27.06.2023
Place: Delhi

Countersigned by:
For and on behalf of
Uno Minda Limited
(Formerly known as Minda Industries Limited)



Chairman or person authorized by him