

# Uno Minda Limited

(Formerly known as Minda Industries Limited)



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

Date : 26 March, 2024

<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: 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 22 February, 2024 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 re-appointment of Mr. Ravi Mehra (DIN-01651911) as a Whole Time Director, designated as Deputy Managing Director of the Company and to fix his remuneration for a further period of 3 (three) years.
2	Special	To approve the re-appointment of Mr. Rajiv Batra (DIN-00082866) as an Independent Director of the Company for second term of 3 (three) years.

The Results of the Postal Ballot announced today i.e. 26 March, 2024 at 2.30 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 07 February, 2024 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 26 March, 2024 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:**

<b>Date of the Postal Ballot</b>	
<b>Total number of shareholders on Cut-off date i.e. 16 February, 2024</b>	171,587
<b>No. of shareholders present in the meeting either in person or through Proxy:</b> Promoters and Promoters Group: Public:	NA
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoters Group: Public:	NA

**1. Ordinary Resolution:** To approve the re-appointment of Mr. Ravi Mehra (DIN-01651911) as a Whole Time Director, designated as Deputy Managing Director of the Company and to fix his remuneration for a further period of 3 (three) years.

Whether promoter/ promoter group are intersted 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	394,754,841	394754841	100.0000	394754841	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>394754841</b>	<b>100.0000</b>	<b>394754841</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	142,718,986	126678308	88.7607	102702713	23975595	81.0736	18.9264
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>126678308</b>	<b>88.7607</b>	<b>102702713</b>	<b>23975595</b>	<b>81.0736</b>	<b>18.9264</b>
Public-Non Institutions	E-voting	36,565,148	2262937	6.1888	2249551	13386	99.4085	0.5915
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2262937</b>	<b>6.1888</b>	<b>2249551</b>	<b>13386</b>	<b>99.4085</b>	<b>0.5915</b>
<b>Total</b>		<b>574,038,975</b>	<b>523696086</b>	<b>91.2301</b>	<b>499707105</b>	<b>23988981</b>	<b>95.4193</b>	<b>4.5807</b>

**2. Special Resolution:** To approve the re-appointment of Mr. Rajiv Batra (DIN-00082866) as an Independent Director of the Company for second term of 3 (three) years.

Whether promoter/ promoter group are intersted 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	394,754,841	394754841	100.0000	394754841	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>394754841</b>	<b>100.0000</b>	<b>394754841</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	142,718,986	126678308	88.7607	125228447	1449861	98.8555	1.1445
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>126678308</b>	<b>88.7607</b>	<b>125228447</b>	<b>1449861</b>	<b>98.8555</b>	<b>1.1445</b>
Public-Non Institutions	E-voting	36,565,148	2562286	7.0075	2550383	11903	99.5355	0.4645
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2562286</b>	<b>7.0075</b>	<b>2550383</b>	<b>11903</b>	<b>99.5355</b>	<b>0.4645</b>
<b>Total</b>		<b>574,038,975</b>	<b>523995435</b>	<b>91.2822</b>	<b>522533671</b>	<b>1461764</b>	<b>99.7210</b>	<b>0.2790</b>

For Uno Minda Limited  
  
 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 February 07, 2024**

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 February 07, 2024 ("**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, and 09/2023 dated September 25, 2023 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](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. Saturday, March 23, 2024, 5:00 P.M. (IST).
3. The Members of the Company as on the "**cut-off date**" i.e. Friday, February 16, 2024 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 Friday, February 23, 2024, at 9:00 A.M. (IST) and ended at the close of working hours i.e. 5:00 P.M. (IST) on Saturday, March 23, 2024 on the designated website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
5. On Thursday, February 22, 2024, 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 record date i.e. February 16, 2024 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 ballot, 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 February 23, 2024 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 March 24, 2024, at 11:16 A.M. in the presence of two witnesses, Mr. Mallikant Kumar Singh and Ms. Mansi Saxena 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](http://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 RE-APPOINTMENT OF MR. RAVI MEHRA (DIN: 01651911) AS A WHOLE TIME DIRECTOR, DESIGNATED AS DEPUTY MANAGING DIRECTOR OF THE COMPANY AND TO FIX HIS REMUNERATION FOR A FURTHER PERIOD OF 3 (THREE) YEARS. (ORDINARY RESOLUTION)**

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1,162	52,49,19,904
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	9*	1223818
	<b>No. of Valid Votes Cast</b>	<b>1,162*</b>	<b>52,36,96,086*</b>

\*Nine (9) members holding 24,01,408 equity shares have partially exercised the vote for 1,33,767 equity shares in favour and 10,43,823 equity shares in against and not exercised vote for 12,23,818 equity shares.

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	1,002	499707105	95.419
Against	160	23988981	4.581
<b>Total</b>	<b>1,162</b>	<b>52,36,96,086</b>	<b>100.00</b>

**ITEM NO. 2:**

**TO APPROVE THE REAPPOINTMENT OF MR. RAJIV BATRA (DIN:00082866) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR SECOND TERM OF 3 (THREE) YEARS. (SPECIAL RESOLUTION)**

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1,157	52,40,51,254
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*	55,819*
	<b>No. of Valid Votes Cast</b>	<b>1,157*</b>	<b>52,39,95,435*</b>

\*Two (2) members holding 65,380 equity shares have partially exercised the vote for 15 equity shares in favour and 9,546 equity shares in against and not exercised vote for 55,819 equity shares.

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	1,110	52,25,33,671	99.720
Against	47	14,61,764	0.280
<b>Total</b>	<b>1,157</b>	<b>52,39,95,435</b>	<b>100.00</b>

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,

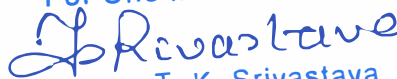
**For Chandrasekaran Associates**  
**Company Secretaries**  
**FRN: P1988DE002500**  
**Peer Review Certificate No.: 4186/2023**



Shashikant Tiwari  
Partner  
Membership No.: F11919  
Certificate of Practice No.: 13050  
UDIN: F011919E003629962

Date: 26.03.2024  
Place: Delhi

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

For Uno Minda Limited  
  
T. K. Srivastava  
Company Secretary  
Chairman or person authorized by him