



**UNIMECH AEROSPACE AND MANUFACTURING LIMITED**  
**(FORMERLY UNIMECH AEROSPACE AND MANUFACTURING PRIVATE LIMITED)**  
538, 539, 542 & 543, 7th Main of Peenya IV Phase Industrial Area, Yeshwanthpur Hobli, Bangalore,  
Bangalore North Taluk, Karnataka, India, 560058  
ISO 9001-2015 & AS 9100 Rev D Certified  
GSTIN: 29AABCU9719Q1ZC || CIN: U30305KA2016PLC095712  
Investorrelations@unimechaerospace.com || 080-42046782

21 February 2025

Corporate Relationship Department  
BSE Limited  
PJ Towers, Dalal Street,  
Mumbai-400 001  
Scrip Code: 544322

The Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, C-1, Block G, Bandra Kurla  
Complex, Bandra (E) Mumbai - 400 051  
Symbol: UNIMECH

Dear Sir/Madam,

Subject: Notice of Postal Ballot

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we hereby enclose the copy of Postal Ballot notice dated 14 February 2015, to seek the approval of shareholders on the following Resolutions through the remote e-voting (“e-voting”) process to be passed as “Special Resolutions”.

Sr.No	Description of the Resolution	Type of Resolution
1	To consider and ratify the updated “Unimech employee stock option plan 2024”	Special
2	To grant employee stock options to eligible employees of the Company’s subsidiaries under the “Unimech employee stock option plan 2024”	Special

Notice is being sent through electronic mode, to those members whose names are recorded in the Register of Beneficial Owners maintained by the Depositories and whose email Id’s are registered with the Depositories or the RTA of the Company on the cut-off date i.e. 14 February 2025.



Details of Postal Ballot E-Voting:

Particulars	Details
Cut-off date to determine eligible Members to vote on the resolutions	Friday, 14 February 2025
Voting start time and date	9:00 A.M.IST, Monday, 24 February 2025
Voting end time and date	5:00 P.M. IST, Tuesday, 25 March 2025
Name, address and contact details of of e-voting service provider	KFin Technologies Limited Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 Contact details: einward.ris@kfintech.com Contact number:1800-309-4001
Name of the scrutinizer	Ms. Kalaivani S, Practicing Company Secretary
Date of declaration of Voting results	on or before Thursday, 27 March 2025

The above information will also be made available at the postal ballot section of Company's website at [www.unimechaerospace.com](http://www.unimechaerospace.com).

Kindly take the above on record.

Thanking You  
For **Unimech Aerospace and Manufacturing Limited**

Krishnappayya Desai  
**Company Secretary & Compliance Officer**

Encl: A/a



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### **POSTAL BALLOT NOTICE**

**[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the]  
Companies (Management and Administration) Rules, 2014**

To  
The Members  
Unimech Aerospace and Manufacturing Limited

NOTICE is hereby given that pursuant and in compliance with the provisions of Section 110 and other applicable provisions if any, of the Companies Act, 2013 ('Act') and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circulars Nos. 20/2020, 14/2020, 17/2020, 09/2023 and 09/ 2024 dated 5<sup>th</sup> May 2020, 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 25<sup>th</sup> September 2023 and 19<sup>th</sup> September 2024 respectively and other relevant circulars issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as 'MCA Circulars'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('SEBI Listing Regulations'), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and subject to other applicable laws, rules and regulations {including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time}, the resolutions as set out in this Notice are proposed for consideration by the members of the Company for passing by means of postal ballot by voting through electronic means only.

The statement pursuant to Section 102(1) and other applicable provisions if any, of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed to this Postal Ballot Notice.

In accordance with the provisions of the MCA Circulars and other applicable laws and regulations, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its members to cast their votes electronically. The members are requested to read the instructions in the notes in this postal ballot notice "Postal Ballot Notice" to cast their vote electronically. members are requested to cast their vote through the e-voting process not later than 5:00 PM IST on 25 March 2025 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

The members shall exercise their right to vote on the matters included in the Notice of Postal Ballot by electronic means i.e. through e-voting services provided by KFin Technologies Limited. The voting period commences from Monday, 24 February 2025 at 9:00 AM IST and ends on Tuesday, 25 March 2025 at 05:00 PM IST. The voting will not be allowed beyond the aforesaid date and time and voting module shall be forthwith disabled by KFin Technologies Limited upon expiry of aforesaid period. Once the vote on the resolutions is cast by the member, He/She shall not be allowed to change it subsequently.

The Voting rights of the members shall be in proportion of their shareholding to the total issued and paid up equity share capital of the Company as on the cut-off date i.e 14 February 2025 (Cutoff date).

Members holding the shares either in physical form or dematerialised form as on the cut off date i.e.14 February 2025 (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolutions as set out in this Postal Ballot Notice only through the evoting.



The Resolutions proposed to be passed through Postal Ballot through e-voting together with the Explanatory Statement setting out the material facts are as follows:

## **SPECIAL BUSINESSES**

### **ITEM NO 1:**

#### **TO CONSIDER AND RATIFY THE UPDATED “UNIMECH EMPLOYEE STOCK OPTION PLAN 2024”.**

*To consider and if thought fit to pass the following resolution as a Special Resolution:*

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b), and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”) (including any statutory modifications or amendments thereto or re-enactments thereof, for the time being in force), the enabling provisions of Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and all other applicable provisions of the Act, Rules, Regulations, Circulars and notifications issued by Central Government, Ministry of Corporate Affairs, Securities Exchange Board of India and/or any other competent authorities from time to time (hereinafter singly or collectively referred to as the “Regulatory Authorities”) and as recommended by Nomination and Remuneration Committee and Board of Directors, the **“Unimech Employee Stock Option Plan 2024”** formulated and approved prior to the Initial Public Offering (“IPO”) of the Company at the extraordinary general meeting of the Company held on 22 June 2024, be and is hereby ratified along with the modifications as approved by the Board within the meaning of Regulation 12 of SBEB Regulations and consent/approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Nomination and Remuneration Committee of the Board exercising the powers conferred by the Board, including the powers conferred by this resolution), to create, grant, offer, issue, vest and allot from time to time, such number of employee stock options from time to time, in one or more tranches up to 1% of paid up capital i.e., 5,08,568 (Five Lakh Eight Thousand Five Hundred and Sixty Eight) Equity Shares having face value of Rs. 5/- each as employee stock options (“ESOPs/Options”) of the Company (“ESOP Pool”), to such persons who are employees of the Company or of subsidiary, as designated by the Company, who is exclusively working in India or outside India, including a director, whether whole time director or not, a non-executive director who is not a promoter or member of the promoter group but excluding independent director within the meaning of the Act, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and directors who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company (“Eligible Employees”) at such price(s) through direct route and on such terms and conditions and in the manner set out in the draft Plan and on such terms and conditions and in such tranches as may be decided by the Committee in accordance with the provisions of the ‘Unimech Employee Stock Option Plan 2024’, SBEB Regulations and in due compliance with other applicable laws and regulations.



**RESOLVED FURTHER THAT** the Equity Shares so issued and allotted as mentioned herein shall rank *pari-passu* with the then existing Equity Shares of the Company and the Board be and is hereby authorized to take necessary steps for listing of Equity Shares allotted under “Unimech Employee Stock Option Plan 2024” on the stock exchanges where the securities of the Company are listed.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger/amalgamation, sale of division/undertaking or consolidation or subdivision of Equity Shares or other re-organization, if any, the number of options in the “Unimech Employee Stock Option Plan 2024” mentioned hereinabove shall be adjusted appropriately in a fair and reasonable manner.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and other applicable laws and regulations to the extent relevant and applicable to the Scheme.

**RESOLVED FURTHER THAT** the options that have lapsed either by reason of non-vesting/non-exercise be added to the ESOP Pool for future grants.

**RESOLVED FURTHER THAT** the Board or Committee be and is hereby authorized to modify, change, vary, alter, amend, revise, suspend, withdraw, revive or terminate the ESOP Scheme 2024 as it may deem fit, from time to time in its sole and absolute discretion in conformity with the applicable laws and regulations and the Memorandum and Articles of Association and to do all such acts, deeds and things and execute all such deeds, documents and writings at its absolute discretion deems necessary, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

**RESOLVED FURTHER THAT** the Board or Committee be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including authorizing or directing to appoint various intermediaries, advisors, consultants or representatives for effective implementation and administration of the ESOP Scheme 2024 as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals 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 steps and decisions in this regard.

**RESOLVED FURTHER THAT** the Board or Committee or any person duly authorized be and is hereby authorized to represent the Company and do all such acts deeds and things as may be necessary in this regard including but not limited to filing of necessary documents, intimations including e-forms with regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard at any stage in connection to the Scheme, carrying out any or all of the activities that the Board is authorized to do for the purpose of giving effect to this resolution”.



## ITEM NO 2:

### **TO GRANT EMPLOYEE STOCK OPTIONS TO ELIGIBLE EMPLOYEES OF THE COMPANY'S SUBSIDIARIES UNDER THE "UNIMECH EMPLOYEE STOCK OPTION PLAN 2024".**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** in furtherance to the aforesaid special resolution ratifying the updated **“Unimech Employee Stock Option Plan 2024”** (“ESOP Scheme 2024”) and in accordance with the applicable provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force (“Act”); the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time, read with relevant circulars issued thereunder; the Foreign Exchange Management Act, 1999 and rules & regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by the Reserve Bank of India/Ministry of Finance and any other applicable laws for the time being in force; and the Memorandum and Articles of Association of the Company; pursuant to the recommendation of the Board of Directors (hereinafter called the “Board”, which term shall include the Nomination and Remuneration Committee or any other committee authorized to exercise its powers including the power conferred by this resolution); subject to such approvals, consents, permissions and sanctions, in-principle approvals of the stock exchanges, as may be required and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions: consent of the Members of the Company be and is hereby accorded to grant employee stock options (“ESOPs/Options”) under ESOP Scheme 2024 to the present and future employees of existing and/or future Subsidiary(ies) of the Company situated in India and overseas, and its director(s), whether Whole-time Director or not, a non-executive director who is not a promoter or member of the promoter group but excluding Independent Directors, if any, from time to time, in accordance with the ESOP Scheme 2024, and on such terms and conditions, as set out in the ESOP Scheme 2024.

**RESOLVED FURTHER THAT** the Equity Shares so issued and allotted as mentioned herein shall rank *pari-passu* with the then existing Equity Shares of the Company and the Board be and is hereby authorized to take necessary steps for listing of Equity Shares allotted under ESOP Scheme 2024 on the stock exchanges where the securities of the Company are listed.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger/amalgamation, sale of division/undertaking or consolidation or subdivision of Equity Shares or other re-organization, if any, the number of options in the ESOP Scheme 2024 mentioned hereinabove shall be adjusted appropriately in a fair and reasonable manner.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and other applicable laws and regulations to the extent relevant and applicable to the Scheme.

**RESOLVED FURTHER THAT** the options that have lapsed either by reason of non-vesting/non-exercise be added to the ESOP Pool for future grants.



**RESOLVED FURTHER THAT** the Board or Committee be and is hereby authorized to modify, change, vary, alter, amend, revise, suspend, withdraw, revive or terminate the Scheme as it may deem fit, from time to time in its sole and absolute discretion in conformity with the applicable laws and regulations and the Memorandum and Articles of Association and to do all such acts, deeds and things and execute all such deeds, documents and writings at its absolute discretion deems necessary, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

**RESOLVED FURTHER THAT** the Board or Committee be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including authorizing or directing to appoint various intermediaries, advisors, consultants or representatives for effective implementation and administration of the Scheme as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals 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 steps and decisions in this regard.

**RESOLVED FURTHER THAT** the Board or Committee or any person duly authorized be and is hereby authorized to represent the Company and do all such acts deeds and things as may be necessary in this regard including but not limited to filing of necessary documents, intimations including e-forms with regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard at any stage in connection to the Scheme, carrying out any or all of the activities that the Board is authorized to do for the purpose of giving effect to this resolution”.

By Order of the Board of Directors  
For **Unimech Aerospace and Manufacturing Limited**

Date: 14 February 2025  
Place: Bangalore

*Sd/-*  
Krishnappayya Desai  
**Company Secretary & Compliance Officer**





Notes:

1. The Postal ballot notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Depositories as on 14 February 2025 (Cut-off date). Members may please note that Postal Ballot Notice along with draft ESOP Scheme shall be made available on the Company's website at [www.unimechaerospace.com](http://www.unimechaerospace.com) under the postal ballot section and website of stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at the Corporate Announcement Section.
2. Members who have not registered their e-mail address are requested to register the same in respect of the shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form, the members may get their e-mail addresses registered with KFin Technologies Limited, by accessing: [www.kfintech.com](http://www.kfintech.com)
3. The Board of Directors of the Company have appointed Ms. Kalaivani S, Practicing Company Secretary, (ACS No: 57112), (CP No: 22158) to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
4. The scrutinizer will submit the report to the chairman of the Company (the "Chairman") or any other person authorised by the Chairman, after Completion of the scrutiny of the E-voting and the result of the e-voting by Postal Ballot shall be announced within two working days from the conclusion of the e-voting i.e. on or before Thursday, 27 March 2025 and will be displayed on the Company's website [www.unimechaerospace.com](http://www.unimechaerospace.com) under the postal ballot section and on the Corporate Announcement section of the stock exchanges.
5. The resolutions, if passed by the requisite majority through Postal Ballot, shall be deemed to have been passed on the last date specified for voting i.e., 25 March 2025. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
6. Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 P.M. (IST) on 25 March 2025. The e-voting facility will be disabled by KFin Technologies Limited immediately thereafter and will not be allowed beyond the said date and time.
7. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
8. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport etc.) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register/ update their email addresses with relevant depository participants.
9. In case of any query and/or grievance, in respect of voting by electronic means through KFin Technologies Limited, Shareholders may contact Mr. Shyam Kumar, Manager, KFin Technologies Limited at email Id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).





## 10. General Information and Instruction Relating to E-Voting





- a) Any person, whose name is recorded in the Register of beneficial owners maintained by the depositories as on the 14 February 2025 only shall be entitled to avail the facility of remote e-voting. The remote e-voting period commences on 24 February 2025 at 9:00 a.m. IST and ends on 25 March 2025 at 5:00 p.m. IST. The remote e-voting module shall be disabled by Kfin for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she/it shall not be allowed to change it subsequently.
- b) The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
- c) In order to increase the efficiency of the voting process, and pursuant to the SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9 December 2020, the demat account holders, are provided a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders will now be able to cast their vote without having to register again with the E-voting Service Providers (“ESPs”), thereby facilitating seamless authentication and convenience of participating in e-voting process.

### **The procedure for remote e-voting is as under:**

#### **A. The detailed process and manner for remote e-voting for individual shareholders holding securities in Demat mode are explained herein below:**

Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">http://www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all ESPs, so that the user can visit the ESPs’ website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to</li></ol>
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	<p>see the e-voting option where the e-voting is in progress and also able to directly access the system of all ESPs.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-Voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS“ portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.</li> </ol> <div style="text-align: center; margin-top: 20px;"> <p><b>NSDL Mobile App is available on</b></p> <p>  <b>App Store</b>                <b>Google Play</b> </p> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote</p>



	during the remote e-voting period or joining virtual meeting and voting during the meeting.
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**Important note:** Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000.

**B. Login method for e-voting and joining virtual meetings for shareholders holding shares in physical mode and non- individual shareholders holding shares in demat form:**

- i. Shareholders should log on to the e-voting website: <https://evoting.kfintech.com>.
  - Enter the login credentials i.e., user id and password mentioned below:  
For Members holding shares in Demat Form :-
    - a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
    - b) For CDSL: 16 digits beneficiary ID
  - For Members holding shares in Physical Form:
    - **Event no.** i.e. 8683 followed by Folio Number registered with the Company.
    - **Password:** If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. If you are using Kfin's e-Voting system for the first time, you will need to retrieve the 'initial password' communicated to you by e-mail. Shareholders who have not registered their email addresses can follow the steps provided at serial no xiii below to obtain the User ID and password.
    - **Captcha:** Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
- ii. After entering the details appropriately, click on LOGIN.
- iii. In case you are retrieving and using your 'initial password', you need to enter the 'initial password' and the system will force you to change your password. Once you reach the Password change menu you will be required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, e-mail etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

You need to login again with the new credentials.



- iv. On successful login, the system will prompt you to select the EVENT i.e 8683
- v. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/ dissenting to the Resolution, then enter all shares and click “FOR”/” AGAINST” as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR / AGAINST” taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option “ABSTAIN” in case you wish to abstain from voting. If you do not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- vi. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- vii. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote.
- viii. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- ix. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
- x. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cutoff date i.e., 14 February 2025
- xi. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e., 14 February 2025, may obtain the User ID and password in the manner as mentioned below:

If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may:

  - a) Send SMS: MYEPWD <space>  
E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399  
Example for NSDL:  
MYEPWD <SPACE> IN12345612345678  
Example for CDSL :  
MYEPWD <SPACE> 1402345612345678  
Example for Physical:  
MYEPWD <SPACE> XXXX1234567890
  - b) On the home page of <https://evoting.kfintech.com>, click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com> or contact KFin Technologies Ltd. at 1800 309 4001 (toll free). It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.



## EXPLANATORY STATEMENT

**STATEMENT PURSUANT TO SECTION 102 (1) AND 110 OF THE COMPANIES ACT, 2013,  
SETTING OUT THE MATERIAL FACTS CONCERNING THE RESOLUTIONS:**

**ITEM NOs 1 & 2:**

**TO CONSIDER AND RATIFY THE UPDATED “UNIMECH EMPLOYEE STOCK OPTION PLAN 2024”**

**TO GRANT EMPLOYEE STOCK OPTIONS TO ELIGIBLE EMPLOYEES OF THE COMPANY’S SUBSIDIARIES UNDER THE “UNIMECH EMPLOYEE STOCK OPTION PLAN 2024”**

The Shareholders may take note that, the Company at its extra-ordinary general meeting held on 22 June 2024 has approved the “Unimech Employee Stock Option Plan 2024”(ESOP Scheme 2024). Further, the Company has listed its Equity Shares on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) (NSE and BSE together called “Stock Exchanges”) on 31 December 2024 pursuant to the Initial Public Offer (Fresh Issue and Offer for Sale) of Equity Shares.

It is to be noted that, in pursuance to Regulation 12 of Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021:

No Company shall make any fresh grant which involves allotment or transfer of shares to its employees under any schemes formulated prior to its IPO and prior to the listing of its equity shares (‘pre-IPO scheme’) unless:

- (i) Such pre-IPO scheme is in conformity with these regulations; and
- (ii) Such pre-IPO scheme is ratified by its shareholders subsequent to the IPO:  
Provided that the ratification under clause (ii) may be done any time prior to grant of new options or shares or Stock Appreciation Rights (“SAR”) under such pre-IPO scheme.

It is to be noted that the “Unimech Employee Stock Option Plan 2024” is in compliance with the provisions of Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and now it is hereby recommended to the Shareholders to ratify the existing “Unimech Employee Stock Option Plan 2024”.

It is to be further noted that, the Board at its meeting held on 14 February 2025, on the recommendation of Nomination and Remuneration Committee has approved the updated “Unimech Employee Stock Option Plan 2024”. Inter alia, in the said scheme the modifications are as under:

1. defining the exact number of Equity Shares i.e. 5,08,568 shares from the existing “approximately 5,00,000 number of shares”.
2. reducing the vesting period from three years to minimum one year.



Further, in terms of provisions of Rule 12(4) of the Companies (Share Capital and Debenture) Rules, 2014, approval of the shareholders by way of a separate resolution shall be obtained by the Company in case of grant of option to employees of subsidiary or holding Company and hence the approval of shareholders is being sought for Item No. 2.

The Board of Directors, at its meeting held on 14 February 2025, based on the recommendation of Nomination and Remuneration Committee (“NRC”) and subject to approval of members, approved the proposal for ratification of ESOP Scheme 2024 along with certain modifications to the said Scheme.

The Board recommends the resolution(s) set out at items 1 and 2 of this notice to the members for their consideration and approval, by way of special resolution.

**Brief terms of the Scheme:**

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of the personal goals of the employees with organizational objectives by participating in the ownership of the Company through a stock-based compensation scheme.

<b>Brief description of the Plan</b>	<p>It is proposed to implement the ‘Unimech - Employee Stock Option Plan 2024’ (“<b>ESOP Scheme 2024</b>”), pursuant to which share-based benefits will be granted to eligible employees with a view to reward the talents, motivate the work- force, create an employee ownership culture, attract and retain talents and ensure sustained growth.</p> <p>The Board of Directors and Shareholders of the Company at their meetings held on 22 June 2024 have granted their approval to the introduction and implementation of the ESOP Scheme 2024. Further, in pursuance to the SBEB Regulations, the Board at its meeting held on 14 February 2025 has approved the updated ESOP Scheme 2024. The same is subject to the approval of members.</p>
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<p><b>Total number of options to be granted and maximum number of options that can be granted under the Plan</b></p>	<p>Total number of employee stock Options (“<b>Options</b>”) shall not exceed such number of Options that convert into maximum 1% of paid up capital i.e, up to 5,08,568 (Five Lakh Eight Thousand Five Hundred Sixty Eight) fully paid-up Shares (or such other adjusted figure/number for any reorganization of capital structure undertaken in accordance with the Scheme) in the Company, having face value of Rs. 5/- each.</p> <p>Unless otherwise determined by the NRC, if an Option expires, lapses or becomes un-exercisable due to any reason, it shall be brought back to the pool of Options and shall become available for future Grants, subject to compliance with the provisions of the applicable laws.</p>
<p><b>Identification of class of employees to participate and be beneficiaries in the scheme</b></p>	<p>Subject to the determination/selection by the NRC, the following class of employees are eligible to be granted Options under ESOP Scheme 2024:</p> <p>An employees of the Company or of subsidiary, as designated by the Company, who is exclusively working in India or outside India, including a director, whether whole time director or not, a non-executive director who is not a promoter or member of the promoter group but excluding independent any other person that the Company may designate as an employee, subject to Applicable Law.</p> <p>The following class of employees are not eligible to be granted Options under ESOP Scheme 2024:</p> <ol style="list-style-type: none"><li>1) an employee who is a promoter or belongs to the promoter group;</li><li>2) director(s) holding either himself or through his relative or through any body corporate directly or indirectly holding more than 10% of the outstanding equity shares of the Company; Independent director of the Company.</li></ol>





<p><b>Requirements of vesting and vesting period, maximum period within which options will get vested.</b></p>	<p>The vesting of the stock options would be subject to the terms and conditions as may be stipulated by the Committee from time to time including but not limited to continued employment of the eligible employees with the Company and/or its subsidiaries. The minimum vesting period of the stock options shall be one year. The vesting schedule and conditions are explained in detail at Clause 7 of ESOP Scheme 2024. The number of stock options and terms of the same made available to employees (including the vesting period) may vary at the sole discretion of the Committee.</p> <p>The maximum period within which the options shall vest from the date of grant (or such other period as decided in the sole discretion of the Committee, from time to time) shall be set out in the grant letters issued to the eligible employees.</p>
<p><b>Appraisal Process for determining the eligibility of the employees to Employee Stock Options</b></p>	<p>The Committee shall determine the criteria for eligible employees under ESOP Scheme 2024 based on any one or more of the attributes like designation, period of service, performance linked parameters, Company's overall performance and such other criteria as the Committee may deem fit.</p>
<p><b>Exercise price and pricing formula</b></p>	<p>Price of the Share shall be at such a discounted rate as may be determined by the Committee at the time of grant of such Options and shall be set out in the grant letter to be issued to eligible employees. The exercise price may be different for different employees or classes thereof.</p>
<p><b>Exercise period and process of exercise</b></p>	<p>Exercise Period is 60 days from the date on which Options have been vested.</p> <p>The vested Options can be exercised by the Option grantees by a written application to the Company in the format as may be prescribed keeping in view the administrative and/ or the legal requirements prevailing at that time and upon payment of the exercise consideration and applicable taxes.</p>
<p><b>Maximum number of options to be granted per employee and in aggregate</b></p>	<p>The number of options that may be granted to any specific employee of the Company under the ESOP Scheme 2024 shall not exceed 25,000 options per year and shall not at any time exceed Total Option Pool Size approved by the shareholders for ESOP Scheme 2024. If the number of Options that may be offered to any specific employee is equal to or exceeds 1% of the issued share capital (excluding warrants &amp; conversion of the convertible securities) of the Company at the time of grant of Options, then the Company shall take prior approval from members of the Company.</p>



<b>Transfer restrictions</b>	The Option Grantee shall not transfer any shares issued pursuant to exercise of vested options unless such transfer is in conformity with articles of association of the Company and ESOP Scheme 2024.
<b>Conditions under which vested Option may lapse:</b>	The conditions under which Options vested in employees may lapse on discontinuation of service are explained in detail at Clause 7 of ESOP Scheme 2024. Further, in case vested Options are not exercised within the prescribed exercise period, then such vested Options shall lapse.
<b>Exercise period in the event of termination or resignation of employee</b>	The Committee shall decide the exercise period in the event of termination or resignation of any employees and the same shall be mentioned in the grant letter/ ESOP Scheme 2024.
<b>Method of accounting, valuation and disclosure policies of options</b>	The Company shall follow the rules/regulations/laws applicable to accounting and disclosures related to employee stock options including but not limited to the Indian accounting standards or the Guidance Note on Accounting for Share-based Payments as prescribed by the Institute of Chartered Accountants of India or any other accounting principle as may be replaced from time to time. in compliance with the requirements of Regulation 15 of SBEB Regulations and the relevant provisions of the Companies Act, 2013 and rules made thereunder.
<b>Whether the Plan is Implemented by Company or trust</b>	The Company shall directly implement and administer the ESOP Scheme 2024 through NRC.
<b>Lock in period</b>	The Equity Shares allotted pursuant to exercise of options shall not be subject to any lock-in period.
<b>Maximum quantum of benefits to be provided per employee under the scheme:</b>	Any benefit other than grant of options or consequential issue of Equity Shares is not envisaged under the ESOP Scheme 2024. Accordingly, the maximum quantum of benefit for the employees under the ESOP Scheme 2024 is the difference between the exercise price of the options and the market price of the Equity Shares of the Company as on the date of exercise of options.
<b>The amount of loan to be provided for implementation of the scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:</b>	Currently Trust route is not contemplated under the ESOP Scheme 2024.



<b>Whether the scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both</b>	ESOP Scheme 2024 involves new issue of Equity Shares by the Company.
<b>Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the scheme:</b>	Not Applicable.
<b>Listing</b>	<p>The Equity Shares allotted pursuant to the exercise of the stock options under ESOP Scheme 2024, shall be listed on National Stock Exchange of India Limited and BSE Limited.</p> <p>Copy of the ESOP Scheme 2024 will be made available for inspection during the Postal Ballot process and provided to the members on written request to the Company.</p>
<b>Terms and conditions for buyback, if any, of the specified securities covered under these regulations</b>	The Board or NRC shall determine the procedure for buy-back of Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.
<b>Method of option valuation</b>	The employee stock options granted in terms of this Scheme are valued under the Fair Value Method.

The draft of the ESOP Scheme 2024 is made open for inspection by the members at the Company's website at [www.unimechaerospace.com](http://www.unimechaerospace.com). And the physical copies are made available at the registered office of the Company during normal business hours on business days up to the date of conclusion of the Postal Ballot process.

None of the persons specified in Section 102 of the Act, namely the promoters, directors, key managerial persons, relatives of promoters, directors and key managerial persons or the entities comprising the interest of promoters, directors or key managerial persons, are concerned or interested in the above resolution. However, the directors, key managerial personnel and such other employees may be deemed to be concerned or interested in these resolutions to the extent of Options that may be granted to them.

By Order of the Board of Directors  
For **Unimech Aerospace and Manufacturing Limited**

Date: 14 February 2025  
Place: Bangalore

*Sd/-*  
Krishnappayya Desai  
**Company Secretary & Compliance Officer**