

# NOTICE OF THE 26<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 26<sup>th</sup> (Twenty Sixth) Annual General Meeting ("AGM") of the members of Uniparts India Limited ("the Company") will be held on Wednesday, the 30<sup>th</sup> day of September 2020 at 11.30 a.m. at the Registered Office of the Company at Gripwel House, Block-5, Sector C - 6 and 7, Vasant Kunj, New Delhi 110070, to transact the following businesses:

## Ordinary Business:

1. To receive, consider and adopt:
  - a. the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2020 together with the reports of the Board of Directors and the Auditors thereon; and
  - b. the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March 2020 and the report of Auditors thereon.
2. To appoint a Director in place of Mr. Paramjit Singh Soni (DIN 00011616), who retires by rotation at this Annual General Meeting for compliance with the requirements of Section 152 of the Companies Act, 2013 and, being eligible, has offered himself for re-appointment.

## Special Business:

3. To re-appoint Mr. Gurdeep Soni (DIN: 00011478) as Chairman & Managing Director of the Company and for the purpose, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 including any statutory modification or reenactment thereof, or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard, consent of the members be and is hereby accorded to the appointment of Mr. Gurdeep Soni as Chairman & Managing Director of the Company for a period of three years with effect from 1<sup>st</sup> April,

2021 till 31<sup>st</sup> March 2024, without any remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution."

4. To ratify the Cost Auditors' remuneration for the Financial Year 2020-21 and for the purpose, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), the members hereby ratify the remuneration of ₹4,00,000 (Rupees Four Lacs Only) plus applicable tax and reimbursement of out of pocket expenses at actuals, for the financial year ended 2019-20 to M/s. Vijender Sharma & Co., Cost Accountants (Firm Registration No. 00180).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution."

5. To approve and to amend the Uniparts Employee Stock Option Plan 2007 of the Company and for the purpose, to consider and if thought fit, to pass, with or without modification(s), 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 ("Act"), read with the Companies (Share Capital and Debentures) Rules, 2014, including any statutory modification or re-enactment thereof, for the time being in force, the Memorandum and Articles of Association of the

Company, and such other rules, regulations and guidelines of any various statutory /regulatory authority (ies) that are or may become applicable from time to time and other prevailing statutory guidelines in that behalf (hereinafter together referred to as “the Applicable laws”), and subject to any approval(s), consent(s), permission(s) and/or sanction(s) as may be required from appropriate regulatory authorities/institutions, the consent of the members be and is hereby accorded to amend the Uniparts Employee Stock Option Plan 2007 (‘ESOP Plan, 2007’ or ‘scheme’) as detailed in the explanatory Statement thereto, be and is hereby approved.”

**RESOLVED FURTHER THAT** the Board (including any Committee thereof), be and is hereby authorized to take such steps as may be necessary and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the resolution.

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to submit the copy of the amended ESOP Scheme to any regulatory authority and to file necessary forms with the Registrar of Companies, NCT of Delhi & Haryana and to do all such acts, deeds and things as may be necessary or incidental to give effect to this resolution.”

**By order of the Board of Directors  
For UNIPARTS INDIA LIMITED**

Sd/-

**(Mukesh Kumar)**

**Company Secretary**

**Place: New Delhi**

**Date: 29<sup>th</sup> August 2020**

**Registered Office:**

Gripwel House, Block-5,

Sector C 6 and 7, Vasant Kunj, New Delhi-110070;

**Tel: +91 11 2613 7979**

Fax: +91 11 2613 3195

Email: [compliance.officer@unipartsgroup.com](mailto:compliance.officer@unipartsgroup.com)

Website: [www.unipartsgroup.com](http://www.unipartsgroup.com)

#### **Corporate Office**

Ground Floor, SB Tower

Plot No. 1A/1, Sector 16A,

Film City, Noida

Uttar Pradesh- 201 301

India

Tel: +91 120 458 1400

Fax: +91 120 458 1499

#### **Corporate Identity Number**

U74899DL1994PLC061753

#### **NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS OF THE COMPANY NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE ANNUAL GENERAL MEETING. A PROXY FORM FOR THE ANNUAL GENERAL MEETING IS ENCLOSED.**
2. Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days' notice in writing of the intention so to inspect is given to the Company.
3. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Annual General Meeting.

4. A statement pursuant to Section 102 of the Companies Act, 2013, with respect to Special Business set out in the Notice is annexed hereto.
5. The voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as at close of business hours on the Cut-Off Date ('Record Date') i.e. 25<sup>th</sup> September 2020. A person who is not a Member as on the cut off date should treat this Notice for information purposes only.
6. Reappointment of Director: In terms of Section 152 of the Companies Act, 2013, Mr. Paramjit Singh Soni (DIN 00011616), Director, retires by rotation at the Meeting and being eligible, offer himself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend his re-appointment. Mr. Paramjit Singh Soni himself and Mr. Gurdeep Soni, Chairman and Managing Director being brother of Mr. Paramjit Singh Soni are interested in the Ordinary Resolution set out at Item No. 2 of the Notice. Brief profile and other details of Mr. Paramjit Singh Soni is annexed to the Notice pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government. The Board of Directors recommends the ordinary resolution set forth in Item no. 2 of the Notice for the approval of the members.
7. All relevant documents referred to in the accompanying Notice and the Statement annexed pursuant to Section 102 of the Companies Act, 2013, including the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection in physical or in electronic form by the members at the Registered Office on all working days between 11.30 A.M. to 1.30 P.M. up to the date of the Annual General Meeting. Further, the copies thereof shall also be made available for inspection in physical or in electronic form at the Corporate Office of the Company on all working days between 11.30 A.M. to 1.30 P.M. up to the date of the Annual General Meeting.
8. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of bank account details to their respective Depository Participant(s).
9. Annual Report 2019-20 with Attendance Slip and Proxy form are being sent by electronic mode to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report for FY 2019-20 are being sent by the permitted mode.
10. The Company has received the requisite consents/ declarations for the reappointment of Director.
11. Members may also note that the Notice of the 26<sup>th</sup> Annual General Meeting will also be available on the Company's website [www.unipartsgroup.com](http://www.unipartsgroup.com). The physical copies of the Notice of the 26<sup>th</sup> Annual General Meeting of the Company will also be available at the Company's Registered Office as well as Corporate Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at [compliance.officer@unipartsgroup.com](mailto:compliance.officer@unipartsgroup.com).
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. In case of any query relating to the Annual Accounts, the members are requested to send the same to the Company Secretary at the Corporate Office of the Company at least 10 days before the date of Annual General Meeting, so as to enable the management to keep the information ready for replying at the meeting.
14. The complete particulars of the venue of the Meeting, including route map and prominent landmark for easy location, also forms part of this notice.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following statement sets out all material facts relating to Special Business mentioned in the accompanying Notice:

### **ITEM NO. 3**

Mr. Gurdeep Soni, aged 65 years, is the Chairman and Managing Director of the Company and has been associated with the Company since its incorporation. He was appointed as a Director of the Company on September 26, 1994. He holds a master of management studies degree from Birla Institute of Technology and Science, Pilani. He has approximately 41 years of work experience in different roles within the Uniparts Group. He has been actively involved in the day-to-day operations of the Company and is responsible for the aftermarket business of the Group.

Mr. Gurdeep Soni was appointed as "Chairman & Managing Director" of the Company, for a period of 3 years with effect from 1<sup>st</sup> April 2018 without any remuneration.

As the current term of appointment of Mr. Gurdeep Soni is expiring on 31<sup>st</sup> March, 2021, Board of Directors, on the recommendations of Nomination & Remuneration Committee, have approved the reappointment of Mr. Gurdeep Soni as Chairman & Managing Director of the Company, for a further period of 3 (three) years effective from 1<sup>st</sup> April 2021, without any remuneration.

He is presently drawing remuneration from Gripwel Fasteners Private Limited, a wholly owned subsidiary of the Company.

Directorships in other Companies as on 31<sup>st</sup> March 2020:

#### Indian Companies

- a. Gripwel Fasteners Private Limited
- b. Sweaty Spirit Apparel Limited (Formerly known as Ace Tractor Parts Limited)
- c. G K P Farms Private Limited
- d. SKG Engineering Private Limited
- e. Amazing Estates Private Limited
- f. Tima Trading Private Limited
- g. SGA Trading Private Limited
- h. Uniparts Engineering Private Limited
- i. Bluebells Homes Private Limited (Formerly known as Oilintec Private Limited)
- j. Vivify Net Private Limited
- k. Silveroak Estate Private Limited

#### Companies incorporated outside India

- a. Uniparts USA Limited
- b. Uniparts Olsen Inc.
- c. Uniparts Europe B.V.

No. of board meetings attended during the financial year 2019-20: Mr. Gurdeep Soni has attended all the 3 (three) board meetings held during the financial year 2019-20.

Date of first appointment on the Board of the Company: 26<sup>th</sup> September 1994

Shareholding:

Mr. Gurdeep Soni holds 149,55,570 (33.14%) shares in the Company.

Board Committees positions in other companies:

Mr. Gurdeep Soni does not hold any membership/ chairmanship of Board Committees of any other company.

Relationship(s) with other directors and Key Managerial Personnel: Mr. Paramjit Singh Soni and Mr. Gurdeep Soni, are brothers.

None of the Directors (except Mr. Paramjit Singh Soni), Key Managerial Person or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary resolution set forth in Item no. 3 of the Notice for the approval of the members.

**ITEM NO. 4**

The Board of Directors, on the recommendation of the Audit Committee, have approved the reappointment of M/s. Vijender Sharma & Co., Cost Accountants (Firm Registration No. 00180), as the Cost Auditors of the Company for the financial year 2020-21 at a remuneration of ₹ 400,000/- (Rupees Four Lacs Only), excluding tax (as applicable) and reimbursement of out of pocket expenses incurred by the Cost Auditors on actual basis.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors.

None of the Directors, Key Managerial Person or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary resolution set forth in Item no. 4 of the Notice for the approval of the members.

**ITEM NO. 5**

The members are apprised that the Uniparts Employee Stock Option Plan 2007 ('ESOP Plan, 2007' or "ESOP Scheme" or "Scheme") of the Company, was approved by its Shareholders by way of Special resolution on 2<sup>nd</sup> February 2007 and was further amended by its shareholders by way of special resolution on 27<sup>th</sup> November, 2018. As the Company was earlier proposing to undertake an initial public offering of shares of the Company, the ESOP Scheme was accordingly prepared to comply with the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (the "SEBI (SBEB) Regulations") and related circulars.

Since, the Company is not listed on any recognized Stock Exchange, the Board of Directors of your Company recommends to amend the ESOP Scheme to comply only with the applicable provisions of the Companies Act, 2013, to the extent notified, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable rules. As per Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the necessary amendments and variations to the ESOP Scheme need to be approved by the shareholders of the Company by way of a special resolution and accordingly the same is being placed before the shareholders for their approval. The amended ESOP Scheme shall be applicable from the date of passing of this resolution.

The Nomination & Remuneration Committee and Board of Directors vide their resolution passed on 29<sup>th</sup> August 2020 has approved the amendments proposed in the Scheme.

The salient features of the ESOP Scheme, 2007 of the Company are given in the table herein below:

a.	Brief Description of the Scheme(s)	The ESOP Scheme has already been approved by the shareholders. The variation in the above Plans are proposed to in compliance with provisions of Companies Act, 2013.									
b.	Total number of options to be granted	The stock options under the ESOP Scheme of the Company can be granted as per Uniparts Employee Stock Option Plan 2007 ('ESOP Plan, 2007' or 'scheme')									
c.	Identification of the classes of employees entitled to participate in Employees Stock Option Program, 2007 ('ESOP')	<p>Following class of employees are entitled to participate in the ESOP 2007:</p> <p>(a) permanent employees of Company who has been working in India or outside India; or</p> <p>(b) directors of the company whether a whole time director or not (excluding the independent directors);</p> <p>(c) an employee as defined in sub clauses (a) or (b) of a subsidiary, in India or outside India, or of a Holding Company (as defined hereinafter) of the Company but does not include:-</p> <ol style="list-style-type: none"> <li>i. An employee, who is a promoter or a person belongs to the promoter group; or</li> <li>ii. A director who either by himself or through his relatives (as defined hereinafter) or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the company.</li> </ol>									
d.	The appraisal process for determining the eligibility of employees to ESOP 2007	As determined by the Nomination and Remuneration Committee.									
e.	Requirement of Vesting and Period of Vesting	<table border="1"> <thead> <tr> <th>Percentage of option vested</th> <th>Date of vesting</th> </tr> </thead> <tbody> <tr> <td>33%</td> <td>24 months from the date of grant</td> </tr> <tr> <td>33%</td> <td>36 months from the date of grant</td> </tr> <tr> <td>34%</td> <td>48 months from the date of grant</td> </tr> </tbody> </table>	Percentage of option vested	Date of vesting	33%	24 months from the date of grant	33%	36 months from the date of grant	34%	48 months from the date of grant	
Percentage of option vested	Date of vesting										
33%	24 months from the date of grant										
33%	36 months from the date of grant										
34%	48 months from the date of grant										
f.	Maximum period within which the options shall be vested	48 months from the date of grant									
g.	Exercise Price or pricing formula	"Exercise Price" means the price determined by the Nomination and Remuneration Committee payable by the option grantee for issue of shares against the options granted to him and vested in him in pursuance of this plan.									
h.	Exercise period and the process of Exercise	The employees shall exercise the vested options before the closing date, unless otherwise specified by the Nomination and Remuneration Committee, at its sole discretion.									

		<p>The vested options not duly exercised within the exercise period shall lapse.</p> <p>The vested options shall be exercisable according to the terms and conditions as determined and amended under this scheme. The Employees shall exercise his options within the exercise period from the date of vesting.</p> <p>The option grantee, may, at any time during the exercise period, and subject to fulfillment of the conditions on which the options have been granted, exercise the vested options by submitting an application along with the exercise price and the applicable taxes.</p> <p>Upon completion of a valid exercise of options, the trust shall transfer the shares to the grantee as per this plan and the terms specified by the Nomination and Remuneration Committee.</p>
i.	Lock in Period	Nil
j.	Maximum number of options/Shares to be granted per employee and in aggregate	The maximum number of options that can be granted to any eligible employee during any one year shall not be equal to or exceed 1% of the issued share capital of the Company at the time of grant of options except subject to the separate approval of the shareholders in a general meeting.
k.	The method which the company shall use to value its options	As determined by the Nomination and Remuneration Committee.
l.	The conditions under which option vested in employees may lapse	<p>The options will lapse if the employment is terminated prior to vesting. Even after the options are vested, the unexercised options may be forfeited if the employee is terminated for gross misconduct</p> <p>In the event of resignation or termination of employment, all options not vested in the employee as on that day shall expire. However, the employee can exercise the options granted to him which are vested within the period specified in this behalf, subject to the terms and conditions under the scheme granting such options as approved by the Board.</p>
m.	The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee; and	As determined by the Nomination and Remuneration Committee.
n.	Statement to the effect that the Company shall comply with the applicable accounting standards.	The company will comply with the applicable accounting standards.
o.	Implementation of ESOP 2007	The Company has constituted a trust, known as the Uniparts ESOP Trust ("the Trust") as an irrevocable private trust under the Indian Trust Act, 1882. The Trust shall administer and implement the ESOP Scheme 2007 in accordance with the directions given by the Nomination and Remuneration Committee from time to time under this scheme.

p.	Rationale for the variation and the details of the employees who are beneficiaries of such variation.	Since, the Company is not listed on any recognized Stock Exchange, the scheme has been amended to bring it in compliance of only Companies Act, 2013 and the rules made thereunder. The varied terms are not prejudicial to the interest of option holders. The beneficiaries of such variation are the Employees as defined in the amended ESOP Scheme.																
q.	The class of employees for whose benefit the scheme is being implemented and money is being provided for purchase of or subscription to shares.	All the participant employees of the Plan and their nominees and successors as the case may be.																
r.	The particulars of the trustee or employees in whose favor such shares are to be registered.	Mr. Vivek Maheshwari, Mr. Sameer Malhotra and Mr. Lavan Kumar Gupta (Trustees of Uniparts ESOP Trust)																
s.	The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any.	<p>The name of the trust is "The Uniparts Employee Stock Option Plan Trust" also known as "Uniparts ESOP Trust". The office of the Trust is situated at Gripwel House, Block 5, Sector C, Vasant Kunj, New Delhi-110070. Name, address, occupation and nationality of trustees:</p> <table border="1" data-bbox="715 824 1461 1238"> <thead> <tr> <th>Name</th> <th>Address</th> <th>occupation</th> <th>Nationality</th> </tr> </thead> <tbody> <tr> <td>Mr. Vivek Maheshwari</td> <td>45-B, Pocket-C, Sidhartha Extn, DDA Flats, Delhi</td> <td>Service</td> <td>Indian</td> </tr> <tr> <td>Mr. Lavan Kumar Gupta</td> <td>B-6, Sector-7, Rohini, Delhi</td> <td>Service</td> <td>Indian</td> </tr> <tr> <td>Mr. Sameer Malhotra</td> <td>B-6, Sector-7, Rohini, Delhi</td> <td>Service</td> <td>Indian</td> </tr> </tbody> </table> <p>Trustees are not related with the promoters, directors or key managerial personnel of the Company.</p>	Name	Address	occupation	Nationality	Mr. Vivek Maheshwari	45-B, Pocket-C, Sidhartha Extn, DDA Flats, Delhi	Service	Indian	Mr. Lavan Kumar Gupta	B-6, Sector-7, Rohini, Delhi	Service	Indian	Mr. Sameer Malhotra	B-6, Sector-7, Rohini, Delhi	Service	Indian
Name	Address	occupation	Nationality															
Mr. Vivek Maheshwari	45-B, Pocket-C, Sidhartha Extn, DDA Flats, Delhi	Service	Indian															
Mr. Lavan Kumar Gupta	B-6, Sector-7, Rohini, Delhi	Service	Indian															
Mr. Sameer Malhotra	B-6, Sector-7, Rohini, Delhi	Service	Indian															
t.	Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof.	Key Managerial Personnel, Directors or Promoters may be interested in the Scheme to the extent of the options that may be granted to them under the ESOP Plan, 2007.																
u.	The detailed particulars of benefits which will accrue to the employees from the implementation of the scheme.	Conferring Benefits to the employees by way of receiving shares or options in shares of the Company as a part of the proposed plan, for providing better motivation to such beneficiaries and for purposes of implementing the proposed plan.																
v.	The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised.	<p>The Shares shall rank pari passu with the existing Shares of the Company in all respects. An Option Grantee shall not have a right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of the Options Granted to him / her, till Shares are transferred to him / her on exercise of the Options.</p> <p>The decision of the Nomination and Remuneration Committee on any of the above matters including the date of Exercise of Options will be final and binding on the eligible Employees.</p>																



## DETAILS OF VARIATIONS IN THE SCHEME

The details of the major variations in the Scheme are as under:

Clause No	Existing Provision	New Provision
	<b>Definitions</b>	
11.1	<i>Applicable Laws</i> includes every law, rule, statute, regulations or bye-laws relating to employee stock options, including without limitation, the Companies Act, 1956 (to the extent not replaced by the notified provisions of the Companies Act, 2013), the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the SEBI (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (“ <b>SEBI SBEB Regulations</b> ”), circular dated June 16, 2015 issued by the Securities and Exchange Board of India (“ <b>SEBI</b> ”) with respect to SEBI SBEB Regulations and all relevant laws, rules, regulations, bye-laws of India and includes any amendment, modification, alteration or re-enactment made to such laws, rules, regulations or bye-laws.	<i>Applicable Laws</i> includes every law, rule, statute, regulations or bye-laws relating to employee stock options, including without limitation, the Companies Act, 1956 (to the extent not replaced by the notified provisions of the Companies Act, 2013), the Companies Act, 2013, and all relevant laws, rules, regulations, bye-laws, as may be applicable in India and includes any amendment, modification, alteration or re-enactment made to such laws, rules, regulations or bye-laws.
11.1	<i>Independent Director</i> means an independent director as defined under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).	<i>Independent Director</i> means an independent director as defined under the Companies Act, 2013.
11.1	<i>Promoter</i> shall have the meaning ascribed to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.	<i>Promoter</i> means a person –  (a) who has been named as such in a prospectus or is identified by the company in the annual return referred to in section 92; or  (b) who has control over the affairs of the company, directly or indirectly whether as a shareholder, director or otherwise; or  (c) in accordance with whose advice, directions or instructions the Board of Directors of the company is accustomed to act:  Provided that nothing in sub-clause (c) shall apply to a person who is acting merely in a professional capacity.
11.1	Promoter <i>Group</i> shall have the same meaning ascribed to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time	<b>Promoter Group</b> , as the Companies Act, 2013 does not define the term Promoter Group, therefore all the legal heirs of the promoters shall be treated as a part of Promoter Group.
11.1	<i>Recognized Stock Exchange</i> means stock exchange in India recognized by Securities Board and Exchange Board of India or	Deleted

	stock exchange outside India recognized by similar regulatory authorities of the countries outside India.	
11.1	<i>Secondary Acquisition</i> shall have the same meaning ascribed to it under the SEBI SBEB Regulations.	Deleted
11.1	The definitions as given in this Clause are for the purposes of interpretation of this Plan only and should not be used for any other purpose. All other expressions unless defined herein shall have the same meaning as have been assigned to them under the SEBI SBEB Regulations or Securities and Exchange Board of India Act, 1992 or the Securities Contracts (Regulation) Act, 1956 or the Companies Act, 2013 or any statutory modification or re-enactment thereof, as the case may be.	The definitions as given in this Clause are for the purposes of interpretation of this Plan only and should not be used for any other purpose. All other expressions unless defined herein shall have the same meaning as have been assigned to them under the Companies Act 2013 and rules made thereunder.
14.1	<b>Administration of this Plan</b>	
	The Nomination and Remuneration Committee will be considered as compensation committee for all purposes under the SEBI SBEB Regulations.	Deleted
14.3	<b>Powers</b>	
	Re-pricing of the Options which are not Exercised, whether or not they have been vested if Stock Option rendered unattractive due to fall in the Market Price of the Shares;	Re-pricing of the Options which are not Exercised, whether or not they have been vested if Stock Option is rendered unattractive.
	For this purpose global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered;	Deleted
	The Nomination and Remuneration Committee shall frame suitable policies and procedures to ensure that there is no violation of securities laws including:  a) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and  b) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, by any Employee.	The Nomination and Remuneration Committee shall frame suitable policies and procedures to ensure that there is no violation of the Applicable laws.
14.4	<b>ESOP Trust</b>	
	The Trustees shall cause the Trust to make disclosures and comply with the other requirements applicable under the SEBI (Prohibition of Insider Trading)	Deleted

	Regulations, 2015 or any modification or re-enactment thereto.	
	<p>The Trust shall not deal in derivatives, and shall undertake only delivery based transactions for the purposes of Secondary Acquisition as permitted by Applicable Laws.</p> <p>Provided that any Secondary Acquisition of Shares of the settlor shall be in compliance with the SEBI SBEB Regulations (including Regulations 3(10), 3(11) and 3(13)).</p>	<p>The Trust shall not deal in derivatives, and shall undertake only delivery based transactions for the purposes of Secondary Acquisition as permitted by Applicable Laws.</p> <p>Provided that any Secondary Acquisition of Shares of the settlor shall be in compliance with the Applicable Laws.</p>
	The Trust shall not become a mechanism for trading in Shares and hence shall not sell the Shares in secondary market except as permitted under the SEBI SBEB Regulations.	The Trust shall not become a mechanism for trading in Shares and hence shall not sell the Shares in secondary market except as permitted under the Applicable Laws.
16.1	<b>Vesting plan</b>	
	<p>Provided that in case where Options are granted under the Scheme in lieu of options held by a person under an employee stock option scheme in another company which has merged or amalgamated with the Company, the period during which the Options granted by the transferor company were held by him shall be adjusted against the minimum vesting period required under the SEBI SBEB Regulations.</p>	<p>Provided that in case where Options are granted under the Scheme in lieu of options held by a person under an employee stock option scheme in another company which has merged or amalgamated with the Company, the period during which the Options granted by the transferor company were held by him shall be adjusted against the minimum vesting period required under the Companies Act, 2013.</p>
	<p>Notwithstanding anything to the contrary in this Plan, the Nomination and Remuneration Committee shall in its absolute discretion, vary or alter the Vesting Period and/or the date of Vesting for the Employees, subject to the SEBI SBEB Regulations.</p>	<p>Notwithstanding anything to the contrary in this Plan, the Nomination and Remuneration Committee shall in its absolute discretion, vary or alter the Vesting Period and/or the date of Vesting for the Employees, subject to the provisions of Companies Act, 2013.</p> <p>It is further clarified that Nomination and Remuneration Committee may reduce the Vesting Period by such time, which shall not be less than the minimum Vesting Period prescribed under applicable law.</p>
16.2	<b>Exercise of Vested Options</b>	
	The Grantee can Exercise the vested Options subject to the adherence of Insider Trading Code of Conduct of the Company and other Applicable Laws.	Deleted
	Subject to Applicable Laws, the Shares once acquired pursuant to Options would not be subject to any lock-in period and the concerned shareholder shall be free to transfer them at any time. However, designated employees and Directors of the	Subject to Applicable Laws, the Shares once acquired pursuant to Options would not be subject to any lock-in period and the concerned shareholder shall be free to transfer them at any time.

	Company will need to abide by the SEBI (Prohibition of Insider Trading) Regulations, 2015.	
17.3	<b>Exercise Price</b>	
	The Exercise Price of the Options shall be determined by the Nomination and Remuneration Committee subject to compliance with the provisions of the SEBI SBEB Regulations. Such Exercise Price will be intimated to the eligible Employee at the time of Grant of Options to them.	The Exercise Price of the Options shall be determined by the Nomination and Remuneration Committee subject to compliance with the provisions of the Companies Act, 2013. Such Exercise Price will be intimated to the eligible Employee at the time of Grant of Options to them.
19	<b>Termination of employment</b>	
	Due to voluntary resignation on the part of the Grantee or on completion of the period of contract of his employment (or other service), then the Grantee shall have the right to Exercise the Options that have vested until the date of resignation, prior to separation from the Company. The Employee must exercise the vested Options within three months in case of voluntary resignation and six months in case of completion of the period of contract of his employment (or other service).	Due to voluntary resignation on the part of the Grantee or on completion of the period of contract of his employment (or other service), then the Grantee shall have the right to Exercise the Options that have vested until the date of resignation, prior to separation from the Company. The Employee must exercise the vested Options within three months in case of voluntary resignation and six months in case of completion of the period of contract of his employment (or other service).  Provided that Nomination and Remuneration Committee may extend the period of three months or six months, as the case may be, as it may deem appropriate.
28.8	<b>Insider Trading</b>	
	The Employee shall ensure that there is no violation of: <ul style="list-style-type: none"> <li>• Insider trading regulations and the code of conduct formulated by the Company thereunder.</li> <li>• Other applicable restrictions for prevention of fraudulent and/or unfair trade practices relating to the securities market.</li> <li>• The Employee shall keep the Company, the Board and the Nomination and Remuneration Committee, fully indemnified in respect of any liability arising for violation of the above provisions.</li> </ul>	Deleted
28.11	<b>Winding up of this Scheme</b>	
	In the event of winding up or expiration of this Scheme, the excess monies or Shares outstanding in the Uniparts ESOP Trust after meeting all obligations, if any, shall be utilized for repayment of loan or by way	In the event of winding up or expiration of this Scheme, the excess monies or Shares outstanding in the Uniparts ESOP Trust after meeting all obligations, if any, shall be utilized for repayment of loan or by way of distribution to the Employees on

	of distribution to the Employees on the recommendation of the Nomination and Remuneration Committee in accordance with the SEBI SBEB Regulations.	the recommendation of the Nomination and Remuneration Committee in accordance with the Companies Act, 2013.
28.12	<b>Certificate from Auditors</b>	
	The Board shall at each annual general meeting, place before the shareholders a certificate from the auditors of the Company that this Scheme has been implemented in accordance with the SEBI SBEB Regulations and in accordance with the resolution of the Company in the annual general meeting.	Deleted
28.13	In respect of this Scheme, the Company and the Trust shall conform to the applicable accounting policies specified in the SEBI SBEB Regulations. The matters not provided for in this Scheme shall be governed by the provisions of the SEBI SBEB Regulations. Further to the extent of any inconsistency between this Scheme and the SEBI Regulations, the provisions of the SEBI SBEB Regulations shall prevail over this Scheme.	In respect of this Scheme, the Company and the Trust shall conform to the applicable accounting policies specified in the Companies Act, 2013 and rules made thereunder. The matters not provided for in this Scheme shall be governed by the provisions of the Companies Act, 2013. Further to the extent of any inconsistency between this Scheme and the Companies Act, 2013, the provisions of the Companies Act, 2013 shall prevail over this Scheme.

The members are further informed that the complete amended ESOP Scheme in compliance with the Provision of Companies Act, 2013 is available for inspection at the Company's Registered Office between 11.00 a.m. and 1.00 p.m. on all working days from the date hereof up to the date of the Meeting.

The approval of the Members is being sought by way of a Special Resolution under Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, for the amendment of the existing Scheme.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in this resolution, except to the extent of the options that may be granted to them under the ESOP Plan, 2007, as per applicable laws.

The Board of Directors recommend the Resolution at Item No. 5 of the accompanying Notice, for the approval of the Members of the Company.

**Additional information of the director recommended for re- appointment (in pursuance of Secretarial Standards (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government)**

**ITEM NO. 2**

Brief Profile of Mr. Paramjit Singh Soni Mr. Paramjit Singh Soni, aged 60 years, is the Vice Chairman and Executive Director of the Company and has been associated with our Company since its incorporation. He was appointed as Director of the Company on September 26, 1994. He holds bachelor's degree in commerce from the University of Delhi. He has 38 years of work experience in different roles within the Uniparts Group and is presently based in the USA. He is responsible for the OEM business of the Uniparts Group and also actively involved in the formulation of corporate strategy and planning and concentrates on the inorganic growth and diversification plans of the Company.

As Mr. Paramjit Singh Soni, Executive Director of the Company, being longest in office, will retire by rotation at the ensuing annual general meeting of the Company, therefore to ensure compliance with the provisions of Section 152 of the Companies Act, 2013, his re-appointment shall not constitute a break in his office as Director of the Company.

He presently draws his remuneration from Uniparts USA Limited, a wholly owned subsidiary of the Company. Mr. Paramjit Singh Soni is not drawing any remuneration from Uniparts India Limited.

Directorships in other Companies as on 31st March 2020:

**Indian Companies**

- a. G K P Farms Private Limited
- b. SKG Engineering Private Limited
- c. Sweaty Spirit Apparel Limited (Formerly known as Ace Tractor Parts Limited)
- d. Amazing Estates Private Limited
- e. Tima Trading Private Limited
- f. Gripwel Fasteners Private Limited

Companies incorporated outside India

- a. Uniparts USA Limited
- b. Uniparts Olsen Inc.
- c. Uniparts Europe B.V.

No. of board meetings attended during the financial year 2019-20: Mr. Paramjit Singh Soni has attended 1 (one) board meetings held during the financial year 2019-20.

Shareholding:

Mr. Paramjit Singh Soni holds 10,00,000 (2.22%) shares in the Company.

Board Committees positions in other companies:

Mr. Paramjit Singh Soni does not hold any membership/ chairmanship of Board Committees of any other companies

Relationship(s) with other directors and Key Managerial Personnel: Mr. Paramjit Singh Soni and Mr. Gurdeep Soni, are brothers.

None of the Directors (except Mr. Gurdeep Soni), Key Managerial Person or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the ordinary resolution set for the in Item No. 2 of the Notice for the approval of the members.

**By order of the Board of Directors  
For UNIPARTS INDIA LIMITED**

**Registered Office:**

Gripwel House, Block-5,  
Sector C 6 and 7, Vasant Kunj, New Delhi-110070;  
Tel: +91 11 2613 7979  
Fax: +91 11 2613 3195  
Email: compliance.officer@unipartsgroup.com  
Website: www.unipartsgroup.com

Sd/-  
(Mukesh Kumar)  
Company Secretary

**Place: New Delhi**

**Date: 29<sup>th</sup> August 2020**

# PROXY FORM

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[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]



## UNIPARTS INDIA LIMITED

CIN- U74899DL1994PLC061753

**Registered Office:** Gripwel House, Block-5, Sector C 6 & 7, Vasant Kunj, New Delhi - 110 070;  
Tel No:+91 11 2613 7979; Fax No:+91 11 2613 3195

**Corporate Office:** Ground Floor, SB Tower, Plot No. 1A/1, Sector 16A, Noida, Uttar Pradesh- 201 301;  
Tel: +91 120 458 1400; Fax: +91 120 458 1499

**E-mail:** [compliance.officer@unipartsgroup.com](mailto:compliance.officer@unipartsgroup.com); **Website:** [www.unipartsgroup.com](http://www.unipartsgroup.com)

Annual General Meeting- Wednesday, 30<sup>th</sup> September 2020

Name of the member(s)

Registered Address

E-mail ID:

Folio No./Client ID: 

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DP ID: 

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I/ We, being the member(s) of ..... shares of the above named company, hereby appoint

Name: ..... Email id: ... ..

Address : ..... Signature: .....

*or failing him/her*

Name: ..... Email id: .....

Address: ..... Signature: .....

*or failing him/her*

Name: ..... Email id: .....

Address: .....Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on the Wednesday, 30<sup>th</sup> September 2020 at 11.30 A.M. at Gripwel House, Block-5, Sector C 6 & 7, Vasant Kunj, New Delhi - 110 070, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions
1.	<b>(Resolution Type: Ordinary Resolution)</b> To receive, consider and adopt: a. the audited financial statements of the Company for the financial year ended 31 <sup>st</sup> March 2020 together with the reports of the Board of Directors and the report of Auditors thereon; and b. the audited consolidated financial statements of the Company for the financial year ended 31 <sup>st</sup> March 2020 and the report of Auditors thereon
2.	<b>(Resolution Type: Ordinary Resolution)</b> To appoint a Director in place of Mr. Paramjit Singh Soni (DIN 00011616), who retires by rotation at this Annual General Meeting for compliance with the requirements of Section 152 of the Companies Act, 2013 and, being eligible, has offered himself for re-appointment.
3.	<b>(Resolution Type: Ordinary Resolution)</b> To re-appoint Mr. Gurdeep Soni as Chairman & Managing Director of the Company
4.	<b>(Resolution Type: Ordinary Resolution)</b> To ratify the Cost Auditors' remuneration for the Financial Year 2020-21.
5.	<b>(Resolution Type : Special Resolution)</b> To approve and to amend the Uniparts Employee Stock option Plan 2007 of the Company.

Signed this..... day of..... 2020

.....  
Signature of shareholder

Affix Revenue Stamp
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.....  
Signature of proxy holder(s)

Note:

- I. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorized by it and an authenticated copy of such authorization should be attached to the proxy form.



- II. This duly filled, stamped and signed form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

# ATTENDANCE SLIP

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## UNIPARTS INDIA LIMITED

CIN- U74899DL1994PLC061753

**Registered Office:** Gripwel House, Block-5, Sector C 6 & 7, Vasant Kunj, New Delhi – 110 070;

Tel No:+91 11 2613 7979; Fax No:+91 11 2613 3195

**Corporate Office:** Ground Floor, SB Tower, Plot No. 1A/1, Sector 16A, Noida, Uttar Pradesh- 201 301;

Tel: +91 120 458 1400; Fax: +91 120 458 1499

**E-mail:** [compliance.officer@unipartsgroup.com](mailto:compliance.officer@unipartsgroup.com); **Website:** [www.unipartsgroup.com](http://www.unipartsgroup.com)

Annual General Meeting – Wednesday, 30<sup>th</sup> September 2020

Registered Folio No./ DP ID No./ Client ID No.

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Number of Shares held

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I certify that I am member/proxy for the member of the Company.

I hereby record my presence at the 26<sup>th</sup> Annual General Meeting of the Company held on Wednesday, 30<sup>th</sup> September 2020 at 11.30 A.M at the registered office of the Company at Gripwel House, Block-5, Sector C 6 & 7, Vasant Kunj, New Delhi – 110070.

.....  
Name of the member/proxy  
(in Block letters)

.....  
Signature of the member/proxy

Note: Please fill up the attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Notice of the AGM

# ROUTE MAP - VENUE OF 26<sup>TH</sup>AGM

**Address of Venue:** Gripwel House, Block-5,  
Sector C - 6 and 7, Vasant Kunj,  
New Delhi 110070.

**Landmark:** Delhi Public School, Vasant Kunj

