

NOTICE OF THE 24th ANNUAL GENERAL MEETING

Notice is hereby given that the 24th (Twenty Forth) Annual General Meeting (AGM) of the members of Uniparts India Limited (the Company) will be held on Thursday, the 30th day of August, 2018 at 11 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 31st March, 2018 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 31st March, 2018 and the report of Auditors thereon.
2. To declare a dividend on equity shares for the financial year ended 31st March, 2018 and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT a final dividend of Re. 1/- (Rupee One Only) per equity share of Rs. 10/- (Rupees Ten Only) each fully paid up for the financial year 2017-18, as recommended by the Board, be and is hereby approved and declared.”
3. To appoint a Director in place of Mr. Gurdeep Soni (DIN 00011478), 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:

4. To consider and approve reappointment of Mr. M.R. Umarji (DIN: 00307435) as an Independent

Director of the Company and in this regard, pass with or without modification (s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, read with Schedule IV to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), Mr. M.R. Umarji (DIN:00307435), who was appointed as an Independent Director and holds office up to March 31, 2019, being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from 01st April, 2019 till 31st March, 2024.

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 consider and approve reappointment of Mr. Sharat Krishan Mathur (DIN: 01217742) as an Independent Director of the Company and in this regard, pass with or without modification (s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, read with Schedule IV to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), Mr. Sharat Krishan Mathur (DIN 01217742), who was

appointed as an Independent Director and holds office up to 31st March, 2019, being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from 01st April, 2019 till 31st March, 2024.

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.”

6. To consider and approve reappointment of Ms. Shradha Suri (DIN: 00176902) as an Independent Director of the Company and in this regard, pass with or without modification (s) the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, read with Schedule IV to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), Ms. Shradha Suri (DIN 00176902), who was appointed as an Independent Director and holds office up to 23rd August, 2019 being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from 23rd August, 2019 till 22nd August, 2024.

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.”

7. To consider and approve reappointment of Mr. Alok Nagory (DIN: 00478140) as an Independent Director of the Company and in this regard, pass with or without modification (s) the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, read with Schedule IV to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), Mr. Alok Nagory (DIN 00478140), who was appointed as an Independent Director and who holds office of Independent Director up to 23rd August, 2019 being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from 23rd August, 2019 till 22nd August, 2024.

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.”

8. To ratify the Cost Auditors’ remuneration for the Financial Year 2018-19 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 2018-19 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.”

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

Sd/-

(Mukesh Kumar)

Company Secretary

ACS - 17925

Place: Noida

Date: 29th May, 2018

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

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. 29th August, 2018.
6. The Final Dividend of Re. 1 per equity share, i.e. @ 10% on the paid-up share capital, for the year 2017-18, as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 (thirty) days from the date of declaration, to the members whose names appear as beneficial owners of the shares as per list to be furnished by the RTA in respect of the shares held in demat form and physical form on the closing hours of the business on 29th August, 2018.
7. Members holding shares in electronic mode may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant(DP) by the members.
8. Reappointment of Director: In terms of Section 152 of the Companies Act, 2013, Mr. Gurdeep Soni (DIN 00011478), 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. Gurdeep Soni is interested in the Ordinary Resolution set out at Item No. 3 of

the Notice with regard to his re-appointment. Mr. Paramjit Singh Soni, Vice- Chairman, being related to Mr. Gurdeep Soni is also interested in the resolution set out at Item No. 3 of the Notice. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out at Item No. 3 of the Notice. Further details of Mr. Gurdeep Soni, Director are provided in the Annexure to the Notice pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. The Board of Directors recommends the ordinary resolution set forth in Item no. 3 of the Notice for the approval of the members.

9. Brief profile & other details of the directors proposed to be appointed and/or re-appointed, as required under Secretarial Standards (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government, is annexed to the Notice.
10. The Statutory Auditors of the Company M/s. Rakesh Banwari & Co., Chartered Accountants, having Firm Registration number 009732N were appointed for a period of 5 (five) years with effect from conclusion of 23rd Annual General Meeting till the conclusion of 28th Annual General Meeting subject to the ratification by shareholders in every Annual General Meeting.

However, with the applicability of the Companies (Amendment) Act 2017, the requirement of ratification of the appointment as aforesaid has been omitted with effect from 7th May 2018. Therefore, the ratification of the appointment of Statutory Auditors by the shareholder of the Company in the Annual General Meeting is not required.

11. 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.

12. 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).
13. Annual Report 2017-18 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 Participants(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 2017-18 are being sent by the permitted mode.
14. The Company has received the requisite consents/ declarations for the reappointment of Directors.
15. Members may also note that the Notice of the 24th Annual General Meeting will also be available on the Company's website www.unipartsgroup.com. The physical copies of the Notice of the 24th 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.

16. 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.
17. 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.
18. The complete particulars of the venue of the Meeting, including route map and prominent land mark 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. 4, 5, 6 & 7

Mr. M.R. Umarji (DIN: 00307435), Mr. Sharat Krishan Mathur (DIN: 01217742), Ms. Shradha Suri (DIN: 00176902) and Mr. Alok Nagory (DIN: 00478140) ("Independent Directors") were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014. Mr. M.R. Umarji (DIN: 00307435) & Mr. Sharat Krishan Mathur (DIN: 01217742) were appointed as Independent Directors of the Company up to 31st March, 2019 and Ms. Shradha Suri (DIN: 00176902), & Mr. Alok Nagory (DIN: 00478140) were

appointed as Independent Directors of the Company up to 22nd August , 2019 (“first term” in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended to the Board, reappointment of Mr. M.R. Umarji (DIN: 00307435), Mr. Sharat Krishan Mathur (DIN: 01217742), Ms. Shradha Suri (DIN: 00176902) and Mr. Alok Nagory (DIN: 00478140) as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background, experience and contributions made by them during their tenure, the continued association of the Independent Directors would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Further, as per the recent SEBI circular on corporate governance, a non-executive director who has attained the age of 75 years shall not be appointed/continue the directorship, unless a special resolution has been passed by the shareholders of the Company. In order to maintain a good corporate governance practice, your Company has voluntarily decided to comply with this requirement for the reappointment of Mr. M.R. Umarji, who has already attained the age of 75 years. Keeping in view the overall performance and contribution made by Mr. M.R. Umarji, Board of Directors has recommended to reappoint him and has sought shareholders’ approval for the same.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board’s report. Section 149(11) provides that an independent director may hold office for up to 2 (two) consecutive terms.

Accordingly, it is proposed to re-appoint the Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

The Independent Directors have confirmed that they are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors and further declared that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

The re- appointment of Mr. M.R. Umarji (DIN: 00307435) & Mr. Sharat Krishan Mathur (DIN: 01217742) shall be effective from 01st April, 2019 and re- appointment of Ms. Shradha Suri (DIN: 00176902), & Mr. Alok Nagory (DIN: 00478140) shall be effective from 23rd August, 2019 and as on the effective date of re-appointment the above mentioned directors shall also give the necessary disclosures/ declarations as required under the provisions of the Companies Act, 2013 and any other applicable provisions, if any for re- appointment as the independent director of the Company. The Company shall take necessary action to ensure compliance with all applicable laws, as may be required for the purpose of re-appointment of Independent Directors.

In the opinion of the Board, Mr. M.R. Umarji (DIN: 00307435), Mr. Sharat Krishan Mathur (DIN: 01217742), Ms. Shradha Suri (DIN: 00176902), and Mr. Alok Nagory (DIN: 00478140) fulfil the conditions for appointment as Independent Directors as specified in the Act and the rules made thereunder.

Copy of draft letters of appointment of the Independent Directors setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company as well as such letters shall also be placed on the website of the Company.

Mr. M.R. Umarji (DIN: 00307435), Mr. Sharat Krishan Mathur (DIN: 01217742), Ms. Shradha Suri (DIN: 00176902) and Mr. Alok Nagory (DIN: 00478140) are interested in the resolutions set out

respectively at Item Nos. 4, 5, 6 & 7 of the Notice for their respective re-appointments.

Further, no other Director(s) / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Special Resolutions set out at Item Nos. 4, 5, 6 & 7 of the Notice for approval by the members.

ITEM NO. 8

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 2018-19 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. 8 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. 8 of the Notice for the approval of the members.

ANNEXURE TO THE NOTICE DATED MAY 29, 2018

DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT / RE-APPOINTMENT AT ANNUAL GENERAL MEETING

Particulars	Mr. Gurdeep Soni	Mr. M.R. Umarji	Mr. Sharat Krishan Mathur	Ms. Shradha Suri	Mr. Alok Nagory
DIN	00011478	00307435	01217742	00176902	00478140
Age	63 years	76 years	61 years	40 years	62 years
Qualification	Master of management studies degree from Birla Institute of Technology and Science, Pilani	Master's degree in law from Bombay University, Mumbai	Bachelor's degree in engineering from the Birla Institute of Technology and Science, Pilani	Master's of science degree from the London School of Economics and Political Science, University of London	Master's degree in science from the Birla Institute of Technology and Science, Pilani
Experience (including expertise in specific functional area)/ Brief Resume	He has approximately 39 years of work experience in different roles within the Uniparts Group. He has been actively involved in the day-to-day operations of our Company and is responsible for the after-market business of Uniparts Group.	He has over 53 years of work experience and held executive positions in various government organizations and banks including as the executive director of the Department of Non-Banking Supervision of Reserve Bank of India, executive director of Corporation Bank and general manager of Dena Bank. He has been a member of a number of committees and working groups set up by the Ministry of Finance, Government of India and the Reserve Bank of India.	He has over 40 years of experience in managing complex outsourcing, remote project management and process re-engineering. He has previously worked with reputed companies in different sectors such as Maclean Power Systems LLC. He co-founded Insight Alpha in 2008, an expert network providing investors, consulting firms and corporate industry experts in India and Southeast Asia.	She has over 18 years of experience and has played a key role in research and development, human resources, quality and information technology systems enabling decision support for Subros Limited. She is currently the managing director of Subros Limited, a part of the Suri Group, which has interests in a diverse range of businesses ranging from automotive components, cooling systems, hospitality, precision component	He has over 40 years of experience in international business development, joint ventures and acquisitions

				manufacturing, telecom and education.	
Terms and Conditions of Appointment/ Reappointment	As per item no. 3 of the Notice of 24th Annual General Meeting read with explanatory statement thereto	As per the item no. 4 of the Notice of 24th Annual General Meeting read with explanatory statement thereto	As per the item no. 5 of the Notice convening 24th Annual General Meeting read with explanatory statement thereto	As per the item no. 6 of the Notice of 24th Annual General Meeting read with explanatory statement thereto	As per the item no. 7 of the Notice of 24th Annual General Meeting read with explanatory statement thereto
Remuneration paid (including sitting fees)	-	Rs.14,20,000	Rs.3,10,000	Rs.50,000	-
Remuneration proposed (including sitting fees)	-	Sitting fee and /or commission as may be decided by the Company as per the applicable law	Sitting fee and /or commission as may be decided by the Company as per the applicable law	Sitting fee and /or commission as may be decided by the Company as per the applicable law	Sitting fee and /or commission as may be decided by the Company as per the applicable law
Date of first appointment on the Board	September 26, 1994	January 7, 2014	November 29, 2013	August 23, 2014	August 23, 2014
Shareholding in the Company as on March 31, 2018	14,955,570	-	-	-	-
Relationship with other Directors/Key Managerial Personnel	Brother of Mr. Paramjit Singh Soni and not related to any other Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Number of meetings of the Board attended during the year	4	4	3	1	-
Directorships of other Boards as on March 31, 2018	1.Gripwel Fasteners Private Limited 2.Sweaty Spirit Apparel Limited (Formerly known as Ace Tractor Parts Limited)	1. Strides Shasun Limited 2. Itz Cash Card Private Limited 3. JM Financial Products Limited 4. Central Registry of Securitisation Asset Reconstruction and	1.Contavide Enterprises Private Limited 2. Insight Alpha Research & Solutions Private Limited 3. Gripwel Fasteners Private Limited	1.Rohan Motors Ltd 2. Subros Limited 3.Prime Telecom Limited 4.Prime Cellular Limited 5.Fibcom India	1.The India Thermit Corporation Ltd. 2.Thermit Thormahlen India Ltd. 3. Nagory Investments Pvt. Ltd.

	<p>3.G K P Farms Private Limited 4.Avid Maintenance Private Limited 5.SKG Engineering Private Limited 6.Amazing Estates Private Limited 7.Tima Trading Private Limited 8.SGA Trading Private Limited 9.Uniparts Engineering Private Limited 10. Bluebells Homes Pvt. Ltd. (formerly known Oilintec Private Limited) 11.Vivify Net Private Limited 12.Silveroak Estate Private Limited</p>	<p>Security Interest of India 5. International Asset Reconstruction Company Private Limited 6. Universal Trusteeship Services Limited</p>	<p>4. Altracaretech Private Limited</p>	<p>Limited 6.Denso Subros Thermal Engineering Centre India Limited 7.Prima Infratech Private Limited 8.Mercantile Capitals And Financial Services Private Limited 9. Asahi India Glass Limited 10. DB Motors Private Limited 11. Teriot Steels Private Limited 11. Automotive Component Manufacturers Association of India</p>	<p>4. Diversified Engineering Corp. (P) Ltd. 5. Manjula Charitable Trust 6. Nagory Foster Pvt. Ltd. 7. Dr. Gaur Hari Singhania Institute of Management & research. 8. Nav Srijan Education Society 9. Merchant Chamber of Uttar Pradesh</p>
<p>Membership / Chairmanship of Committees of other Boards as on March 31, 2018</p>	-	<p>JM Financial Products Ltd. (Audit Committee-Member)</p>	<p>Gripwel Fasteners Pvt. Ltd. (Audit Committee-Member)</p>	<p>1) Fibcom India Ltd. (Audit Committee-Member) 2) Asahi India Glass Ltd. (Audit Committee-Member)</p>	<p>The India Thermit Corporation Ltd. i) Audit Committee-Member ii)Corporate Social Responsibility Committee-Chairman iii) Nomination and Remuneration Committee-Member iv) Vigil Mechanism Committee-Member v) Directors Committee-Member</p>

PROXY FORM

[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; **Website:** www.unipartsgroup.com

Annual General Meeting- Thursday, 30th August, 2018

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 Thursday, 30th August, 2018 at 11 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.	(Resolution Type: Ordinary Resolution) To receive, consider and adopt: a. the audited financial statements of the Company for the financial year ended 31 st March, 2018 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 st March, 2018 and the report of Auditors thereon
2.	(Resolution Type: Ordinary Resolution) To declare a dividend on equity shares for the financial year ended 31 st March, 2018
3.	(Resolution Type: Ordinary Resolution) To appoint a Director in place of Mr. Gurdeep Soni (DIN 00011478), 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.
4.	(Resolution Type: Special Resolution) To consider and approve reappointment of Mr. M.R. Umarji (DIN: 00307435) as an Independent Director of the Company.
5.	(Resolution Type: Special Resolution) To consider and approve reappointment of Mr. Sharat Krishan Mathur (DIN: 01217742) as an Independent Director of the Company.
6.	(Resolution Type: Special Resolution) To consider and approve reappointment of Ms. Shradha Suri (DIN: 00176902) as an Independent Director of the Company
7.	(Resolution Type: Special Resolution) To consider and approve reappointment of Mr. Alok Nagory (DIN: 00478140) as an Independent Director of the Company.
8.	(Resolution Type: Ordinary Resolution) To ratify the Cost Auditors' remuneration for the Financial Year 2018-19.

Signed this..... day of..... 2018

.....
Signature of shareholder

Affix Revenue Stamp

.....
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



UNIPARTS
GROUP

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; **Website:** www.unipartsgroup.com

Annual General Meeting- Thursday, 30th August, 2018

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 24thAnnual General Meeting of the Company held on Thursday, 30th August, 2018 at 11 AM 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 24THAGM

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

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

