

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To

The Chairman of Twenty-ninth Annual General Meeting of the Equity Shareholders of **Uniparts India Limited** held on Friday, September 15, 2023 at 04:30 p.m. (IST) through Video Conferencing ("VC") or other Audio-Visual Means (OAVM).

Dear Sir,

1. I, Neelesh Kumar Jain, Company Secretary in Practice and Proprietor, NKJ & Associates, Company Secretaries, (Membership Number FCS-5593), have been appointed as Scrutinizer by the Board of Directors of M/s. Uniparts India Limited ("**the Company**") for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**") on the resolutions contained in the notice dated May 25, 2023 ("**Notice**") issued in accordance with General Circular Nos. 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 20/2020 dated 05.05.2020, 02/2021 dated 13.01.2021, 19/2021 dated 08.12.2021, 21/2021 dated 14.12.2021, 02/2022 dated 05.05.2022 and 10/2022 dated 28.12.2022 issued by Ministry of Corporate Affairs ("**MCA**"), Government of India (hereinafter referred to as "**MCA Circulars**"), calling the Twenty-ninth Annual General Meeting of its Equity Shareholders ("**the Meeting**" /"**AGM**") through VC/OAVM. The AGM was convened on Friday, September 15, 2023 at 04:30 p.m. (IST) through VC/OAVM. The deemed venue for the Meeting was the Registered Office of the Company.
2. In compliance with the MCA Circulars and SEBI Circular dated January 5, 2023, the Notice along with the Annual Report 2022-23 was sent through electronic mode to equity shareholders whose email address is registered with the Company/ Registrar & Transfer Agent of the Company, Link Intime India Private Limited ("**LINKINTIME**")/ National Securities Depository Limited ("**NSDL**")/Central Depository Services (India) Limited ("**CDSL**") /Depository Participants.

The said Notice and Annual Report 2022-23 was also placed on the website of the Company at: www.unipartsgroup.com and on the website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively; and on the website of LINKINTIME at <https://instavote.linkintime.co.in>, the



Registrar and Transfer Agent of the Company, being the agency appointed by the Company to provide to its equity shareholders facility to exercise their right to vote on the resolutions contained in the Notice calling the Meeting using an electronic voting system (i) remotely, before the Meeting on the dates referred to in the Notice ("remote e-voting"); and (ii) at the Meeting ("Insta Vote");

In compliance with the relevant MCA Circular(s), a newspaper advertisement was published on Tuesday, August 22, 2023 in '**Business Standard**' (English newspapers) and '**Business Standard**' (Hindi language newspaper), respectively specifying the day, date and time of the AGM. Notice of the AGM and Annual Report was also made available on the website of the Company, Stock Exchanges and LINKINTIME.

3. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**"). As the Scrutinizer, I have to scrutinize:
 - (i) process of remote e-voting; and
 - (ii) process of Insta Poll (e-voting at the AGM).

Management's Responsibility

4. The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ("**LODR**") relating to e-voting on the resolutions contained in the Notice calling the AGM. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility

5. My responsibility as Scrutinizer for e-voting process (i.e. Remote e-voting and Insta Poll) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by LINKINTIME, the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and/or LINKINTIME for my verification.

Cut-off date

6. The Equity Shareholders of the Company as on the "Cut-off" date, as set out in the Notice, i.e. Friday, September 8, 2023 were entitled to vote on the resolutions (item nos. 1 to 6 as set out



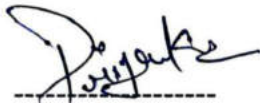
in the Notice calling the AGM) and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-off date.

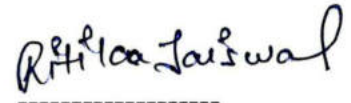
7. Insta Poll process at the AGM:

- i. After the time fixed for closing of the e-voting, the electronic system recording the e-voting (e-votes) was locked by LINKINTIME under my instructions.
- ii. The e-votes cast at the meeting were unblocked on Friday, September 15, 2023 after the conclusion of the AGM.
- iii. The e-votes were reconciled with the records maintained by the Company /LINKINTIME and the authorizations lodged with the Company/ LINKINTIME on test check basis.

8. Remote e-voting process:

- i. The remote e-voting period remained open from Tuesday, September 12, 2023 at 9:00 a.m. (IST) to Thursday, September 14, 2023 at 5:00 p.m. (IST).
- ii. The votes cast were unblocked on Friday, September 15, 2023 after the conclusion of the AGM and was witnessed by two witnesses, Ms. Priyanka Vaid and Ms. Ritika Jaiswal, who are not in the employment of the Company and/ or LINKINTIME. They have signed below in confirmation of the same.





- iii. Thereafter, the details containing, *inter alia*, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of LINKINTIME, i.e. <https://instavote.linkintime.co.in>. Based on the report generated by LINKINTIME and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

9. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and Insta poll, based on the reports generated by LINKINTIME , scrutinized on test-check basis and relied upon by me as under:



Resolution-1: Ordinary Resolutions

(a) Adoption of the Audited Financial Statement of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon.

Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	166	2	168	34008469	3	34008472	99.999997
Dissent	1	0	1	1	0	1	0.000003
Total	167	2	169	34008470	3	34008473	100
Invalid Votes	0	0	0	0	0	0	
Abstain	1	0	1	45257	0	45257	

Based on the above, the Resolution has been passed with requisite majority

(b) Adoption of the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2023 and the report of the Auditors thereon.

Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	166	2	168	34008469	3	34008472	99.999997
Dissent	1	0	1	1	0	1	0.000003
Total	167	2	169	34008470	3	34008473	100
Invalid Votes	0	0	0	0	0	0	
Abstain	1	0	1	45257	0	45257	

Based on the above, the Resolution has been passed with requisite majority



Resolution-2: Ordinary Resolutions

(a) Confirmation of first Interim Dividend of Rs. 8.25 per equity share of face value of Rs. 10/- each.

Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	167	2	169	34053726	3	34053729	99.999997
Dissent	1	0	1	1	0	1	0.000003
Total	168	2	170	34053727	3	34053730	100
Invalid Votes	0	0	0	0	0	0	
Abstain	0	0	0	0	0	0	

Based on the above, the Resolution has been passed with requisite majority

(b) Confirmation of Second Interim Dividend of Rs. 6 per equity share of face value of Rs. 10/- each.

Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	167	2	169	34053726	3	34053729	99.999997
Dissent	1	0	1	1	0	1	0.000003
Total	168	2	170	34053727	3	34053730	100
Invalid Votes	0	0	0	0	0	0	
Abstain	0	0	0	0	0	0	

Based on the above, the Resolution has been passed with requisite majority



Resolution-3: Ordinary Resolution

Appointment of Mr. Paramjit Singh Soni (DIN: 00011616), a Director retiring by rotation.

Particulars	Number of Members Casted Votes			Number of votes Casted			%
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	147	2	149	8823473	3	8823476	93.236428
Dissent	15	0	15	640074	0	640074	6.763572
Total	162	2	164	9463547	3	9463550	100
Invalid Votes	0	0	0	0	0	0	
Abstain	6	0	6	24590180	0	24590180	

Based on the above, the Resolution has been passed with requisite majority

Resolution-4: Ordinary Resolution

Approval for remuneration payable to M/s. Vijender Sharma & Co. for the financial year 2023-24.

Particulars	Number of Members Casted Votes			Number of votes Casted			%
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	167	2	169	34053726	3	34053729	99.999997
Dissent	1	0	1	1	0	1	0.000003
Total	168	2	170	34053727	3	34053730	100
Invalid Votes	0	0	0	0	0	0	
Abstain	0	0	0	0	0	0	

Based on the above, the Resolution has been passed with requisite majority



Resolution-5: Ordinary Resolution

Approval for payment of remuneration to Non-Executive Independent Directors by way of commission.

Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	144	2	146	32493305	3	32493308	95.504705
Dissent	23	0	23	1529422	0	1529422	4.495295
Total	167	2	169	34022727	3	34022730	100
Invalid Votes	0	0	0	0	0	0	
Abstain	1	0	1	31000	0	31000	

Based on the above, the Resolution has been passed with requisite majority.

Resolution-6: Ordinary Resolution

Determination of the fees for delivery of any document through a particular mode of delivery to the member(s) of the Company.

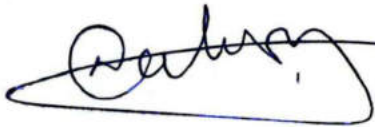
Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	163	2	165	34052369	3	34052372	99.996012
Dissent	5	0	5	1358	0	1358	0.003988
Total	168	2	170	34053727	3	34053730	100
Invalid Votes	0	0	0	0	0	0	
Abstain	0	0	0	0	0	0	

Based on the above, the Resolution has been passed with requisite majority.



The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Mr. Jatin Mahajan, Company Secretary and Compliance Officer of the Company, for preserving safely as provided in the Act read with the relevant Rules.

Thanking You
Yours faithfully



Scrutinizer
Name: Neelesh Kumar Jain
Practicing Company Secretary
FCS: 5593
CP No.: 5233
UDIN: F005593E001024314

Date: 16.09.2023
Place: New Delhi

For Uniparts India Limited



**On Behalf of the Chairman Mr. Gurdeep Soni
Jatin Mahajan
Company Secretary and Compliance Officer**