

**NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS**

Notice is hereby given that the Extraordinary General Meeting ("EGM") of the members of Uniparts India Limited ("the Company") will be held on Saturday, the 3<sup>rd</sup> day of February, 2018 at 11a.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 business:

**SPECIAL BUSINESS**

**Item I. To extend the Grant Tenure of all the Options and amend the Employee Stock Option Scheme of the Company**

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 applicable provisions of Section 62 of the Companies Act, 2013 ("the Act") read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable provisions of the Act and Uniparts Employee Stock Option Plan 2007 of the Company, as amended from time to time ("ESOP Scheme") and pursuant to the recommendation/ approval of Nomination & Remuneration Committee ("NRC") and the Board of Directors of the Company, the consent of shareholders of the Company be and is hereby accorded to extend the Grant Tenure of all the Options covered under ESOP Scheme by 5 (Five) years and accordingly modify the definition of Closing Date mentioned in Section 2 of the ESOP Scheme in the following manner:

"**Closing Date** of a Grant shall mean 15 (Fifteen) years from date of approval of Grant or finishing /transfer /allotment of all Shares allocated for employee stock options pursuant to the Exercise of Grant of the Options in accordance with the Scheme, whichever is earlier."

**RESOLVED FURTHER THAT** the shareholders hereby also ratify and affirm each and every action taken by the Board and/or Committee thereof in this respect in immediately preceding two years and the Board be and is 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

  
**(Mukesh Kumar)**  
Company Secretary  
ACS - 17925  
Place: Noida  
Date: 8<sup>th</sup> January, 2018

**Registered Office:**  
**Gripwel House, Block-5,**  
**Sector C 6 and 7, Vasant Kunj,**  
**New Delhi 110070**

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A Proxy form for the EGM is enclosed herewith.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.
4. The Notice of the EGM along with the Attendance Slip and proxy form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice is being sent by the permitted mode.
5. All documents referred to in the accompanying Notice and the Explanatory Statement alongwith 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 and rules made thereunder shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 am to 5.00 pm) on all working days (Monday to Friday), up to and including the date of the Extraordinary General Meeting of the Company. For any queries or if you require communication in physical form in addition to electronic communication, the members may also write to us at [compliance.officer@unipartsgroup.com](mailto:compliance.officer@unipartsgroup.com).
6. For the immediate reference, route map for reaching the venue of the General Meeting hall along with Attendance Slip and Proxy form is attached.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****ITEM NO. I**

Your Company is in the process of business expansion in the recent times and is entering into the next phase of its growth and sustainable performance. In this phase, the Company is highly dependent on the hard work, dedication and commitment of its employees. The Stock Options have long been recognized, as an effective instrument, to align the interest of employees with those of the Company and its Members, providing an opportunity to employees to share the growth of the Company, and to create long-term wealth in the hands of employees. The existing Uniparts Employee Stock Option Plan 2007 ("ESOP Scheme") contains that the Grant Tenure of all the Employee Stock Options ("ESOPs") would be 10 years. Since some ESOPs are due to expire in February, 2018, the Grant Tenure of all existing & future ESOPs may be extended and amended suitably in order to benefit and motivate the employees to create value for the Company continuously. Accordingly, NRC and Board of Directors of the Company, in its meeting held on December 18, 2017 has recommended to amend the existing ESOP scheme of the Company. The proposed key changes are as follows:

- (i) Change in the definition of Closing Date given in ESOP Scheme:  
**"Closing Date** of a Grant shall mean **15 (Fifteen)** years from date of approval of Grant or finishing /transfer /allotment of all Shares allocated for employee stock options pursuant to the Exercise of Grant of the Options in accordance with the Scheme, whichever is earlier."

In terms of Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Company may by special resolution, vary the terms of Employees Stock Options Scheme not yet exercised by the employees provided such variation is not prejudicial to the interest of the option holders and all employees covered under ESOP Scheme shall be benefited by this variation. Accordingly, the resolution set out at Item No. 1 is being placed for the approval of members pursuant to the provisions of Section 62(1) (b) of the Act read with the Rules and all other applicable provisions of law for the time being in force. A copy of the amended ESOP Scheme incorporating the proposed amendment will be available for inspection on all working days (Monday to Friday) from 9.30 a.m. to 5:00 p.m. at the registered office of the Company.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned, financially or otherwise in the Resolution, except to the extent of their entitlements, if any, under the ESOP Scheme. The Board of Directors recommends the passing of the resolution at item no. I above as special resolution by the members of the Company.

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

  
**(Mukesh Kumar)**  
 Company Secretary

ACS - 17925

**Place: Noida**

**Date: 8<sup>th</sup> January, 2018**



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 Extra-Ordinary General Meeting of the Company, to be held on the Saturday, 3<sup>rd</sup> February, 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 item as indicated below:

Item No.	Particulars
1.	To extend the Grant Tenure of all the Options and amend the Employee Stock Option Scheme of the Company

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

Affix  
Revenue  
Stamp

.....  
Signature of shareholder

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

Extra-Ordinary General Meeting- Saturday, 3<sup>rd</sup> February, 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 Extra-Ordinary General Meeting of the Company held on Saturday, 3<sup>rd</sup> February, 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 EGM

# ROUTE MAP - VENUE OF EGM (FY 2017-18)

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

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

