



# Uniparts India Limited

## NOTICE

**NOTICE BE AND IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF UNIPARTS INDIA LIMITED (THE "COMPANY") WILL BE HELD THROUGH VIDEO CONFERENCING ("VC") OR OTHER AUDIO VISUAL MEANS ("OAVM"), ON SATURDAY, 23<sup>RD</sup> APRIL 2022 at 11.00 AM (IST) AND SAME TO BE CONSIDERED TO BE HELD AT THE REGISTERED OFFICE OF THE COMPANY AT GRIPWEL HOUSE, BLOCK-5, C 6 & 7, VASANT KUNJ, NEW DELHI-110070 TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES**

### **SPECIAL BUSINESSES:**

#### **Item No. 1 APPOINTMENT OF INDEPENDENT DIRECTOR**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution:**

**"RESOLVED THAT**, pursuant to the recommendation of the Nomination and Remuneration Committee of the board of directors of Uniparts India Limited (the "Company") and of the board of directors of the Company and pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 along with the rules made thereunder, each as amended ("Companies Act"), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), and other applicable provisions thereof, if any, Mr. Sanjeev Kumar Chanana (DIN: 00112424 ), who was pointed as Additional and Independent Director and who has submitted a declaration that he meets the criteria for appointment as an Independent Director pursuant to provisions of the Companies Act, 2013 and the SEBI Listing Regulations, and is eligible for appointment be and is hereby appointed as an Independent Director on the Board of Directors of the Company (the "**Board**" or "**Board of Directors**"), who shall hold office for a term of five years commencing with effect from February 17, 2022 and he shall not be liable to retire by rotation.

**"RESOLVED FURTHER THAT** Mr. Gurdeep Soni, Chairman and Managing Director, Mr. Munish Sapra, Chief Financial Officer and Mr. Jatin Mahajan, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary to the appointment of Mr. Sanjeev Kumar Chanana as an independent director of the Company, including filing of the necessary forms with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi."

#### **Item No. 2 ADOPTION OF NEW ARTICLES OF ASSOCIATION**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution:**

**"RESOLVED THAT**, pursuant to the provisions of Section 5, 14 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, each as amended ("**Companies Act**") and in order to align the Articles of Association with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended and the stock exchanges where the equity shares of the Company are proposed to be listed, the Articles of Association of the Company be and are hereby altered and substituted with the revised set of Articles of Association of which a copy is placed before the meeting, duly initialed by the chairman of the meeting, be and are hereby approved



## Uniparts India Limited

and adopted as the Articles of Association of the Company in total exclusion and substitution of the existing Articles of Association of the Company.”

“**RESOLVED FURTHER THAT**, Mr. Gurdeep Soni, Chairman and Managing Director, Mr. Munish Sapra, Chief Financial Officer and Mr. Jatin Mahajan, Company Secretary and Compliance Officer of the Company be and are hereby authorized to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi.”

### **Item No. 3 APPROVAL FOR VARIATION OF TERMS OF THE EMPLOYEE STOCK OPTION PLAN 2007 FOR ISSUANCE OF SHARES TO THE EMPLOYEES OF THE COMPANY**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** as per the recommendation of the Nomination and Remuneration Committee/Compensation Committee and pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, to the extent notified, including any statutory modification or re-enactment thereof, for the time being in force and subject to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB & SE Regulations**”) for the time being in force and as may be modified from time to time, and other rules, regulations and guidelines of any/ various statutory/regulatory authority(ies) that are or may become applicable (collectively referred herein as the “**Applicable Laws**”) and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall include a committee constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent of the Members be and is hereby accorded to amend the Uniparts Employee Stock Option Plan, 2007 (“**ESOP 2007**” or this “**Scheme**”), for compliance with the requirements under Applicable Laws.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable.”

“**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be necessary to implement this resolution.”

### **Item No.4 APPROVAL FOR VARIATION OF TERMS OF THE EMPLOYEE STOCK OPTION PLAN 2007 FOR ISSUANCE OF SHARES TO THE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES)**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** as per the recommendation of the Nomination and Remuneration Committee/Compensation Committee and pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, to the extent notified, including any statutory modification or re-enactment thereof, for the time being in force and subject to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB & SE Regulations**”) for the time

## Uniparts India Limited



being in force and as may be modified from time to time, and other rules, regulations and guidelines of any/ various statutory/regulatory authority(ies) that are or may become applicable (collectively referred herein as the “**Applicable Laws**”) and subject to such approvals, permissions and sanctions of any / various authority(ies) as may be required and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall include a committee constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent of the Members be and is hereby accorded to amend the Uniparts Employee Stock Option Plan, 2007 (“ESOP 2007” or this “Scheme”) for issuance of shares to the employees/directors of the Subsidiary Company(ies), (present or future) for compliance with the requirements under Applicable Laws.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable.”

“**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be necessary to implement this resolution.”

### **Item No. 5 APPROVAL TO INCREASE NRI LIMIT AND FPI LIMIT FOR INVESTMENT IN SHARES OF THE COMPANY (FEMA 1999)**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions of Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended up to date, the Companies Act, 2013 as amended, Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or de-notified, as the case may be and all other applicable acts, rules, regulations, provisions and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India, depositories, as the case may be, Ministry of Finance, Government of India, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board of Directors of the Company, the limit of investment by non-resident Indians in the Equity Shares of the Company or direct purchase or acquisition from the open market under the Portfolio Investment Scheme under FEMA, is increased to 100% of the paid-up equity share capital of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including without limitation intimating the Reserve Bank of India and the depositories of the increase in investment limits of non-resident Indians in the equity shares of the Company and to comply with all other requirements in this regard.”



## Uniparts India Limited

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorised to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution including filing of necessary forms with the Registrar of Companies, National Capital Territory of Delhi and Haryana.”

**Item No. 6 APPROVAL FOR INCREASE IN BORROWING POWERS OF THE BOARD AND AUTHORIZATION LIMIT TO SECURE THE BORROWINGS UNDER SECTION 180(1)(c) AND 180(1)(a) OF THE COMPANIES, ACT, 2013**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution:**

**“RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the Members of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 750 crores (Rupees Seven Hundred and Fifty Crores only) for the Company alone and Rs. 1500 crores (Rupees Fifteen Hundred Crores only) for the Company and its subsidiary companies taken together, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.”

**“RESOLVED FURTHER THAT** in supersession of all the earlier resolutions passed in this regard and subject to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the Members of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in public section banks, private sector banks, mutual funds, any other bodies corporate and any other lenders (hereinafter collectively referred to as ‘the lending agencies’) and/or Trustees for the holders of debentures/bonds/other instruments which may be issued on a parri passu basis, to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 750 crores (Rupees Seven Hundred and Fifty Crores only) for the Company alone and Rs. 1500 crores (Rupees Fifteen Hundred Crores only) for the Company and its subsidiary companies taken together at any time.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”



## Uniparts India Limited

### **Item No. 7 APPROVAL OF REMUNERATION PAYABLE TO MR. GURDEEP SONI AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY IN ACCORDANCE WITH SECTION 197 OF THE COMPANIES ACT 2013 READ WITH SCHEDULE V OF THE COMPANIES ACT 2013**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, and in accordance with the provisions of Section 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 (the “Act”) and the Articles of Association of the Company and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for payment of remuneration to Mr. Gurdeep Soni (DIN 00011478 ), Chairman & Managing Director, as set out in the Explanatory Statement attached to this Notice, for the remaining period of his tenure from 1<sup>st</sup> April 2022 to 31<sup>st</sup> March 2024, provided the maximum remuneration payable to him shall not exceed Rs. 5 Crore or 2.5% of the net profits of the Company as calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, whichever is higher.

**“RESOLVED FURTHER THAT** the terms and remuneration as set out in the Explanatory Statement attached to this Notice of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits during his balance tenure mentioned above, the remuneration as mentioned above be paid as minimum remuneration to Mr. Gurdeep Soni as Chairman & Managing Director (CMD).”

**“RESOLVED FURTHER THAT** the Board (which will include its committee thereof) be and is hereby authorised to vary and/or revise the remuneration of Mr. Gurdeep Soni , CMD within limits permissible under the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”

### **Item No. 8 APPOINTMENT OF PARAMJIT SINGH SONI AS EXECUTIVE DIRECTOR OF THE COMPANY DESIGNATED AS VICE CHAIRMAN OF THE COMPANY**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, and in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 (the “Act”) and the Articles of Association of the Company and subject to such other approvals as may be necessary, approval of the members be and is hereby accorded for the appointment of Mr. Paramjit Singh Soni (DIN: 00011616) as Executive Director of the Company designated as Vice Chairman of the Company, liable to retire by rotation, for a period of five years with effect from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March 2027.

**“RESOLVED FURTHER THAT** the Board (which will include its committee/s thereof) be and is hereby authorised do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”



## Uniparts India Limited

**Item No. 9 APPROVAL OF REMUNERATION PAYABLE TO MR. PARAMJIT SINGH SONI AS EXECUTIVE DIRECTOR DESIGNATED AS VICE CHAIRMAN OF THE COMPANY IN ACCORDANCE WITH SECTION 197 OF THE COMPANIES ACT 2013 READ WITH SCHEDULE V OF THE COMPANIES ACT 2013**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, and in accordance with the provisions of Section 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 (the “Act”) and the Articles of Association of the Company and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for payment of remuneration to Mr. Paramjit Singh Soni (DIN 00011478 ), Executive Director- Vice Chairman, as set out in the Explanatory Statement attached to this Notice, for a period of three years from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2025, provided the maximum remuneration payable to him shall not exceed Rs.5 Crore or 2.5% of the net profits of the Company as calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, whichever is higher.”

**“RESOLVED FURTHER THAT** the terms and remuneration as set out in the Explanatory Statement attached to this Notice of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits during his balance tenure mentioned above, the remuneration as mentioned above be paid as minimum remuneration to Mr. Paramjit Singh Soni as Vice Chairman.”

**“RESOLVED FURTHER THAT** the Board (which will include its committee thereof) be and is hereby authorised to vary and/or revise the remuneration of Mr. Paramjit Singh Soni, Executive Director within limits permissible under the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”

**FOR AND BEHALF OF THE BOARD**

Sd/-  
**Gurdeep Soni**  
**Chairman and Managing Director**  
**DIN 00011478**

**Place: Delhi**  
**Date: 16<sup>th</sup> April, 2022**



## Uniparts India Limited

### **Notes:**

1. Considering the present Covid-19 Pandemic, the Ministry of Corporate Affairs (“MCA”) has vide Circular dated April 8, 2020, April 13, 2020 and December 30, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Extra Ordinary General Meeting (“EGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars and provisions of the Companies Act, 2013 (‘the Act’) the EGM of the Company will be held through VC / OAVM. The venue for the EGM shall be deemed to be the Registered Office of the Company.
2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. However, since this EGM will be held through VC/OAVM the members cannot appoint Proxy to attend the EGM and hence Proxy Form and Attendance Slip are not annexed with the Notice. Any Body Corporate is entitled to appoint authorized representative to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Corporate Members intending to send their authorized representative(s) to attend the EGM is requested to send to the Company a certified copy of Board Resolution authorizing such representative(s) to attend and vote on its behalf at the EGM.
4. In compliance with the MCA Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
5. The Explanatory Statement setting out all material facts relating to item nos. 1 to 9 of Special Businesses mentioned in the Notice dated 16<sup>th</sup> April 2022 is annexed hereto, in accordance with the provisions of Section 102 of the Companies Act, 2013, and should be considered as part of the Notice.

### **Procedure for joining the EGM through VC / OAVM:**

6. The Company will provide the link for participation of members in EGM through VC / OAVM facility. The same will be shared a day before the date of EGM.
  - a) Members who would like to express their views or ask questions during the EGM may register themselves by sending email in advance on email id of the Company at [compliance.officer@unipartsgroup.com](mailto:compliance.officer@unipartsgroup.com) . The Company reserves the right to restrict the



## Uniparts India Limited

number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the EGM.

- b) Members will be allowed to attend the EGM with physical presence or through VC / OAVM on first come, first served basis.
  - c) Facility to join the meeting shall be opened fifteen minutes before the scheduled time of the EGM and shall be kept open throughout the proceedings of the EGM and fifteen minutes after the EGM is over.
  - d) Members, who need assistance before or during the EGM, can contact the Company on cell no. 9818175715 or email [oncompliance.officer@unipartsgroup.com](mailto:oncompliance.officer@unipartsgroup.com) Kindly quote your name, Folio no. in all your communications.
7. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote at the EGM.
8. Members attending the EGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
9. Subject to receipt of requisite number of votes, the Resolution proposed in the Notice shall be deemed to be passed on the date of the Meeting.

### **Procedure for inspection of documents:**

10. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members. Member who intends to inspect such documents are requested to send an email to Company on email address [compliance.officer@unipartsgroup.com](mailto:compliance.officer@unipartsgroup.com)

### **Voting by Members:**

11. Member to convey his vote by show of hands in the EGM as the total number of members are less than 50. However, if the poll is demanded in the EGM, members are requested to send the email of their decision of voting on the designated e-mail ID of the Company at [compliance.officer@unipartsgroup.com](mailto:compliance.officer@unipartsgroup.com)



# Uniparts India Limited



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING OF UNIPARTS INDIA LIMITED TO BE HELD ON 23<sup>RD</sup> APRIL, 2022 AT 11.00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT GRIPWEL HOUSE, BLOCK-5, C6 & 7, VASANT KUNJ, NEW DELHI-110070**

## **ITEM No. 1**

Your Board has appointed Mr. Sanjeev Kumar Chanana as Additional and Independent Director with effect from 17<sup>th</sup> February 2022. Mr. Sanjeev Kumar Chanana is proposed to be appointed as an Independent Director of the Company, in accordance with applicable laws, including the Companies Act, 2013 and the provisions of Regulation 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") each as amended, in connection with the Offer of the Equity Shares to public.

In this connection, the Board is of the opinion that Mr. Sanjeev Kumar Chanana fulfils the criteria for independent directors, as set out in the Companies Act, 2013, related rules framed thereunder and the SEBI Listing Regulations and that Mr. Sanjeev Kumar Chanana is independent of the management of the Company. Further, Additional information on directors recommended for appointment / reappointment as required under Regulation 36 of the LODR Regulations and applicable Secretarial Standards is as under:

<b>Particulars</b>	<b>Sanjeev Kumar Chanana</b>
Director Identification Number (DIN)	00112424
Age	68
Original Date of Appointment	17-02-2022
Qualification	B.A. (Hons) Economics, LLB., PGDP in International Trade, M.A, Economics, ACS, ICWAI (Inter)
Experience and expertise	More than 20 years' experience in corporate management and handling investment assets.
Terms and Conditions of appointment	As per the Appointment letter
Details of remuneration sought to be Paid	Sitting fees as per applicable law and policy of the Company
Last drawn Remuneration	NA
Date of first appointment of other Board	14/08/2012 - IIFCL Asset Management Co. Ltd.
Shareholding in the Company	NIL
Relationship with other director/Manager and other KMP	None
Number of meetings attended from the date of appointment till the date of Notice of this EGM	Two
Directorships of other Board	Independent Director - IIFCL Asset Management Co. Ltd., New Delhi,
Membership/Chairmanship of Committees	Chairman of Audit Committee of IIFCL Asset Management Co. Ltd.

The Board recommend appointment of Mr. Sanjeev Kumar Chanana as proposed in the Resolution No.1 of the Notice, subject to Mr. Sanjeev Kumar Chanana continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations.



## Uniparts India Limited

The Board recommends the resolution in Item No.1 of the Notice for your approval as a special resolution.

Except Mr. Sanjeev Kumar Chanana, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise in the Resolution No. 1 of the Notice attached.

### **Item No.2**

In order to undertake the Offer, the Company will be required to ensure that the Articles of Association (AoA) of the Company are aligned to the Companies Act, 2013 and the rules notified thereunder, each as amended ("**Companies Act**") prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India and the relevant stock exchanges. Therefore, the Company proposes to adopt a new set of AoA that shall conform to the requirements and directions provided by the stock exchanges, applicable provisions under SEBI Regulations and Companies Act, 2013 and contain such other articles as required by a public limited company under applicable laws (including the Companies Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended).

Pursuant to the provisions of the Companies Act, as applicable, any amendment in Articles of Association requires approval of the members of the Company.

Copy of existing Articles of Association and revised Articles of Association will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the extra-ordinary general meeting.

The Board recommends the resolution in item No.2 of the Notice for your approval as a Special Resolution.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested, financially or otherwise, in the proposed resolution, except in the ordinary course of business.

### **Item No. 3 & 4**

The members are hereby informed that the Company had formulated and implemented the ESOP Scheme 2007. This is to further inform the members of the Company that in order to align the ESOP plan with the requirements of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB & SE Regulations"), to streamline the process of exercise, it is proposed to amend the existing ESOP plans.

A Statement of disclosure as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB & SE Regulations")

Sr.No.	Particulars	ESOP 2007 plan
1	Variation of terms of the scheme	<p>The details of the variations in the ESOP 2007 are given as under:</p> <ol style="list-style-type: none"><li>To align with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat</li></ol>



## Uniparts India Limited

		Equity) Regulations, 2021 (“SBEB & SE Regulations”), 2. The process of exercise has been streamlined. Further amended and modified ESOP 2007 placed before meeting.
2	<b>Rationale of the variation of the scheme</b>	In order to incentivize employees to contribute to the growth of the Company it is desirable to amend certain provisions of the ESOP 2007, the purpose of which is to result in employees and former employees receiving the appropriate benefits from the exercise of the stock options and to align the same with SBEB & SE Regulations.
3	<b>Details of the employees who are beneficiaries of such variation</b>	The beneficiaries of such variation are the Employees as defined in the amended ESOP 2007.

The Board recommends the resolutions in Item No.3 & 4 of the Notice for your approval as special resolutions.

None of the directors, key managerial personnel, of the Company, or the relatives of the aforementioned persons are interested, financially or otherwise, in the said resolution except to the extent of shareholding interest in the Company.

### **Item No. 5**

On 17th October, 2019, the Ministry of Finance issued Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 (hereinafter referred to as ‘NDI Rules’) in supersession of Foreign Exchange Management (Transfer or Issue of Securities by Persons Resident Outside India) Regulations, 2017 (‘TISPRO’). Schedule II to the NDI Rules prescribes the permissible limit of investment by Foreign Portfolio Investors (‘FPI’), individually and in aggregate, in an Indian company.

Foreign Institutional Investors (FIIs), Non-Resident Indians (NRIs), and Persons of Indian Origin (PIOs) are allowed to invest in the primary and secondary capital markets in India through the portfolio investment scheme (PIS). Under this scheme, FIIs/NRIs can acquire shares of Indian companies through the stock exchanges in India. The ceiling for overall investment for FIIs is 24 % of the paid up capital of the Indian company and 10% for NRIs/PIOs. The ceiling of 24% for FII investment can be raised up to sectoral cap/statutory ceiling, subject to the approval of the board and members of the company passing a special resolution to that effect and the ceiling of 10 % for NRIs/PIOs can be raised to 100% subject to the approval of members of the company passing a resolution to that effect.

In relation to the proposed Offer, your Board proposes to increase the aggregate limit of investment by non-resident Indians in the Company to 100% of the paid-up equity share capital. This would allow NRIs to acquire to a greater extent to the equity shares proposed to be offered in the Offer and also allow effective post-listing trading in the Equity Shares by non-resident Indians.

The Board recommends the resolutions in Item No.7 of the Notice for your approval as a special resolution.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of shareholding interest in the Company.

# Uniparts India Limited



## **Item No.6**

Keeping in view the Uniparts group's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves and security premium of the Company. Hence it is proposed to increase the maximum borrowing limit does not exceed a sum of Rs. 750 crores (Rupees Seven Hundred and Fifty Crores only) for the Company alone and Rs. 1500 crores (Rupees Fifteen Hundred Crores only) for the Company and its subsidiary companies taken together at any time

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company, which shall exceed a sum of Rs. 750 crores (Rupees Seven Hundred and Fifty Crores only) for the Company alone and Rs. 1500 crores (Rupees Fifteen Hundred Crores only) for the Company and its subsidiary companies taken together at any time

Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorisation is also proposed to be increased accordingly.

Hence, the Special Resolution at Item No.8 of the Notice is being proposed, since the same exceeds the limits provided under Section 180(1)(a) & 180(1)(c) of the Act.

The Board recommends the resolution in Item No.8 of the Notice for your approval as a special resolution.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested, financially or otherwise, in the proposed resolution.

## **Item No. 7**

The Members of the Company at the 26<sup>th</sup> Annual General Meeting held on September 30, 2021 ("26<sup>th</sup> AGM") had re-appointed Mr. Gurdeep Soni as the Chairman & Managing Director of the Company effective from April 01, 2021 for a period of three years up to March 31, 2024.

Currently Mr. Gurdeep Soni is not drawing any remuneration as CMD from the Company, he is drawing remuneration from Gripwel Fasteners Private Limited, a wholly owned subsidiary of the Company. The resolution is proposed to allow the Company to pay the remuneration for the remaining period of his tenure from 1<sup>st</sup> April 2022 to 31<sup>st</sup> March 2024, provided the maximum remuneration payable to him shall not exceed Rs. 5 Crore or 2.5% of the net profits of the Company as calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, whichever is higher. The Company will be issuing Appointment Letter to Mr. Gurdeep Soni as approved by the Board from time to time with in the overall limit as approved by the Members.



## Uniparts India Limited

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V of the Companies Act 2013, a company having inadequate / no profits, may subject to certain conditions including the passing of a special resolution by its members, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee. Hence, in the event of inadequacy of net profits calculated as per Section 198 of the Companies Act, 2013 in any financial year(s), Mr. Gurdeep Soni shall be entitled to a minimum remuneration as proposed in the Resolution No. 7

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 7 is annexed along with Resolutions at Item No. 9 below.

Pursuant to the recommendations of Nomination and Remuneration Committee, the Board recommends the Resolution in Item No. 7 of the Notice for your approval as a special resolution.

Except Mr. Gurdeep Soni, himself and Mr. Paramjit Singh Soni, who is the brother of Mr. Gurdeep Soni, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise in the above Resolution.

### **Item No. 8 & 9**

Pursuant to the provisions of Section 196, 197, 198 and 203 of the Companies Act, 2013 (the Act) read with Schedule V to the Act, it is proposed to appoint Mr. Paramjit Singh Soni as an Executive Director designated as Vice Chairman of the Company, liable to retire by rotation, for a period of five years with effect from April 01, 2022 to March 31, 2027. Mr. Paramjit Singh Soni, is presently drawing remuneration from Uniparts USA Limited, a wholly owned subsidiary of the Company and not drawing any remuneration from the Company.

The resolution is proposed to allow the Company to pay the remuneration to Mr. Paramjit Singh Soni as an Executive Director- Vice Chairman of the Company, for a period of three years from April 01, 2022 to March 31, 2025, provided the maximum remuneration payable to him shall not exceed Rs. 5 Crore or 2.5% of the net profits of the Company as calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, whichever is higher.

A company having inadequate / no profits, may subject to certain conditions including the passing of a special resolution by its members, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee. Hence, in the event of inadequacy of net profits calculated as per Section 198 of the Companies Act, 2013 in any financial year(s), Mr. Paramjit Singh Soni shall be entitled to a minimum remuneration as proposed in the resolution no.9. The Company will be issuing Appointment Letter to Mr. Paramjit Singh Soni as approved by the Board from time to time with in the overall limit as approved by the Members.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 7 and 9 is annexed hereto.

Pursuant to the recommendations of Nomination and Remuneration Committee, the Board recommends the resolutions in Item No. 8 and 9 of the Notice for your approval as a special resolution.

Except Mr. Paramjit Singh Soni, himself and Mr. Gurdeep Soni, who is the brother of Mr. Paramjit Singh Soni, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the above Resolutions.



## Uniparts India Limited

Statement containing additional information as required in Schedule V of the Companies Act, 2013 for item No. 7 and 9 is detailed as below.

### I General Information:

		Mr. Gurdeep Soni	Mr. Paramjit Singh Soni
1.	Nature of industry:	A global manufacturer of engineered systems and solutions and are one of the leading suppliers of systems and components for the off-highway market in the agriculture and construction, forestry and mining and aftermarket sectors. The Company is a concept-to-supply player for precision products for off-highway vehicles with presence across the value chain. Our product portfolio includes core product verticals of 3-point linkage systems and precision machined parts as well as adjacent product verticals of power take off, fabrications and hydraulic cylinders or components thereof.	
2.	Date or expected date of commencement of commercial production:	Existing Company in operation since September 26, 1994	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not Applicable	
4.	Financial performance based on given indicators:	In the financial year 2020-2021, the Company made a turnover of INR. 6047.38 Million and Profit After Tax of INR. 433.95 Million.	
5.	Foreign Investments or collaborations, if any.	Ashoka Investment Holdings Limited holds 15.91% and Ambadevi Mauritius Holding Limited holds 4.77%. The Company does not have any collaborations.	

### II. Information about the appointee:

1.	Background details	Gurdeep Soni , Chairman and Managing Director of the Company and has been associated with the Company since its incorporation, was appointed as a Director of the Company on September 26, 1994. Gurdeep Soni, He holds a mater degree in Management studies from the Birla Institute of Technology and Science, Pilani. Gurdeep Soni has 42 years of work experience including experience in different roles within the Uniparts Group.	Mr. Paramjit Singh Soni is an Executive Director of the Company and has been associated with the Company since its incorporation. Mr. Paramjit Singh Soni was appointed as Director of the Company on September 26, 1994. He holds a bachelor's degree in commerce from the University of Delhi. He has over 39 years of work experience including experience in different roles within the Uniparts Group. Mr. Paramjit Singh Soni is responsible for the OEM business of the Uniparts Group and also actively involved in the formulation of corporate strategy, planning and concentrate on the
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## Uniparts India Limited

		Gurdeep Soni have been actively involved in the day-to-day operations of the Company and is responsible for the after-market business of Uniparts Group.	inorganic growth and diversification plans of Uniparts Group
2.	Past remuneration	Nil	Nil.
3.	Recognition or awards	Nil	Nil
4.	Job profile and his suitability	Mr. Gurdeep Soni is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company. Mr. Gurdeep Soni has extensive experience after-market business of the Uniparts Group	Mr. Paramjit Singh Soni is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company. Mr. Paramjit Singh Soni has extensive experience in strategy and initiatives that have global and cross business impact which includes sustainability, formulation of corporate strategy, planning and concentrate on the inorganic growth and diversification plans of Uniparts Group
5.	Remuneration proposed	Maximum remuneration payable to him shall not exceed Rs. 5 Crore or 2.5% of the net profits of the Company as calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, whichever is higher.	Maximum remuneration payable to him shall not exceed Rs. 5 Crore or 2.5% of the net profits of the Company as calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, whichever is higher.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:	The remuneration proposed to Mr. Gurdeep Soni is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.	The remuneration proposed to Mr. Paramjit Singh Soni is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:	Except Mr. Paramjit Singh Soni who is the brother of Mr. Gurdeep Soni none of the other Directors and Key Managerial Personnel of the Company have any pecuniary relationship	Except Mr. Gurdeep Soni who is the brother of Mr. Paramjit Singh Soni, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

## Uniparts India Limited



### III. Other Information:

1.	Reasons of loss or inadequate profits	The Company has adequate profits however in future if the profits may be inadequate, the Company proposes to pay Mr. Gurdeep Soni and Mr. Paramjit Singh Soni, the remuneration as mentioned above as minimum remuneration which may exceed the limits prescribed. Hence this proposal under applicable provisions of Schedule V.
2.	Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce costs in line with the projected sales given the COVID impact. 2020/2021 Q3 results showed considerable recovery in demand and business results.
3.	Expected increase in productivity and profits in measurable terms	During 2020-2021 Q3 results showed considerable recovery in demand and business results. Q4 is expected to show further progressive recovery of demand and underlying business results.

### Additional information of Director seeking appointment as required under Regulation 36(3) of SEBI (LODR) Regulation, 2015 and applicable Secretarial Standard :

Name of Directors	Mr. Gurdeep Soni	Mr. Paramjit Singh Soni,
Date of Birth (age)	March 18, 1955	October 9, 1960
Date of Appointment	September 26, 1994	September 26, 1994
Qualifications	Master's degree in management studies from the Birla Institute of Technology and Science, Pilani	Bachelor's degree in commerce from the University of Delhi
Relationship between Directors inter-se	Mr. Paramjit Singh Soni is Brother of Mr. Gurdeep Soni	Mr. Gurdeep Soni is his Brother of Mr. Paramjit Singh Soni
Expertise in specific functional area	Mr. Gurdeep Soni has extensive experience after-market business of the Uniparts Group	Mr. Paramjit Singh Soni is responsible for the OEM business of the Uniparts Group and also actively involved in the formulation of corporate strategy , planning and concentrate on the inorganic growth and diversification plans of Uniparts Group
Directorships held in other Public Companies (excluding Foreign, Private and Section (Companies)	<ol style="list-style-type: none"> <li>Amazing Estates Private Limited</li> <li>Bluebells Homes Private Limited (formerly known as Oilintec Private Limited)</li> <li>G K P Farms Private Limited</li> <li>Gripwel Fasteners Private Limited</li> <li>SGA Trading Private Limited</li> <li>Silveroak Estate Private Limited</li> <li>SKG Engineering Private Limited</li> <li>Sweaty Spirit Apparel</li> </ol>	<ol style="list-style-type: none"> <li>Amazing Estates Private Limited</li> <li>G K P Farms Private Limited</li> <li>Gripwel Fasteners Private Limited</li> <li>SKG Engineering Private Limited</li> <li>Tima Trading Private Limited</li> </ol>





## Uniparts India Limited

	Limited (formerly known as Ace Tractor Parts Limited) 9. Tima Trading Private Limited 10. Sepoy Drinks Private Limited 11. Gripwel Conag Private Limited	
<b>Memberships / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)</b>	Nil	NIL
<b>No. of shares held in the Company</b>	8,995,090	2,00,000

**FOR AND BEHALF OF THE BOARD**

Sd/-

**Gurdeep Soni**  
**Chairman and Managing Director**  
**DIN 00011478**

**Place : Delhi**

**Date : 16<sup>th</sup> April, 2022**