

# NOTICE OF THE 28<sup>TH</sup> ANNUAL GENERAL MEETING

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Notice is hereby given that the 28<sup>th</sup> Annual General Meeting (“AGM”) of the members of Uniparts India Limited (“the Company”) will be held on Thursday, the 28<sup>th</sup> day of July, 2022 at 11:30 a.m. through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), to transact the following business:

## Ordinary Business:

### 1. To receive, consider and adopt:

- a. the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2022 together with the reports of the Board of Directors and the Auditors thereon; and
- b. the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March 2022 and the report of Auditors thereon

and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

a) **“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

### 2. To appoint a Director in place of Mr. Herbert Coenen (DIN - 00916001), 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.

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Herbert Coenen (DIN - 00916001), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.

### 3. To appoint M/s. S. C. Varma & Co., Chartered Accountants as statutory auditors of the Company and to fix their remuneration.

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. S. C. Varma & Co., Chartered Accountants, having registration No. 000533N be and are hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years and they shall hold office from the conclusion of this 28<sup>th</sup> Annual General Meeting till the conclusion of the 33<sup>rd</sup> Annual General Meeting of the Company on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

## Special Business:

### 4. To ratify the Cost Auditors’ remuneration for the Financial Year 2022-23 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 Lakhs Only) plus applicable tax and reimbursement of out of pocket expenses at actuals, for the financial year ended 2022-23 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/-  
(Jatin Mahajan)  
Company Secretary  
F 6887  
Place: Noida  
Date: June 22, 2022**

**Registered Office:**

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

**Corporate Office**

First Floor, Plot No. B 208, A1 and A2,  
Phase- 2, Noida, Uttar Pradesh- 201 305, India  
Tel: +91 120 458 1400  
Fax: +91 120 458 1499

**Corporate Identity Number**

U74899DL1994PLC061753

**NOTES:**

1. In view of continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has permitted conduct of Annual General Meeting ('AGM') through video conferencing (VC) or other audio visual means (OAVM) and dispensed personal present of the members at the meeting vide their circular No. 02/2022 dated May 05, 2022, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021 and 21/2021 dated December 14, 2021 prescribed the specified procedures to be followed for conducting the AGM through VC/OAVM. The deemed venue for the meeting shall be the Registered Office of the Company.
2. Pursuant to the provisions of The Companies Act, 2013, 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 AGM will be held through VC/OAVM the members cannot appoint Proxy to attend the AGM 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 AGM 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 AGM 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 AGM of the Company by e-mail at [compliance.officer@unipartsgroup.com](mailto:compliance.officer@unipartsgroup.com).
4. In compliance with the MCA Circulars, Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice convening the AGM has been uploaded on the website of the Company at [www.unipartsgroup.com](http://www.unipartsgroup.com).
5. The Explanatory Statement setting out all material facts relating to item no. 3 and 4 of the Notice 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.
6. 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., 22<sup>nd</sup> June 2022. A person who is not a member as on the cut off date should treat this Notice for information purposes only.
7. 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).
8. 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.

**Procedure for joining the AGM through VC / OAVM:**

9. The Company will provide the link for participation of members in AGM through VC / OAVM facility. The same will be shared before the date of AGM.
  - a) Members who would like to express their views or ask questions during the AGM 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 number of questions and

number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

- b) Members will be allowed to attend the AGM 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 AGM and shall be kept open throughout the proceedings of the AGM and fifteen minutes after the AGM is over.
  - d) Members, who need assistance before or during the AGM, can contact the Company on email at [compliance.officer@unipartsgroup.com](mailto:compliance.officer@unipartsgroup.com) Kindly quote your name, Folio no. in all your communications.
10. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
  11. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
  12. 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:**

13. 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 AGM. 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:**

14. Member to convey his vote by show of hands in the AGM as the total number of members are less than 50. However, if the poll is demanded in the AGM, 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)

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

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

**ITEM NO. 3**

**Additional details pertaining to appointment of Statutory Auditors.**

The members of the Company at the 23<sup>rd</sup> Annual General Meeting held on 22<sup>nd</sup> September, 2017 had appointed M/s. Rakesh Banwari & Co., Chartered Accountants (Firm Registration No. 009732N) as Statutory Auditors of the Company to hold office from the conclusion of 23<sup>rd</sup> Annual General Meeting till the conclusion of 28<sup>th</sup> Annual General Meeting of the Company. Based on the recommendation of the Audit Committee, the Board of Directors of the Company in its meeting dated June 22, 2022 has proposed the appointment of M/s. S. C. Varma & Co., Chartered Accountants as Statutory Auditors of the Company for a period of 5 Years i.e. from the conclusion of 28<sup>th</sup> Annual General Meeting till the conclusion of 33<sup>rd</sup> Annual General Meeting of the Company at such remuneration as approved by management of the Company to conduct the audit for the F. Y. 2022-23. Further, the Board has been authorized to fix the remuneration on annual basis. There has been no material change in the remuneration as comparison to the outgoing auditors. The Company considered various parameters and after due consideration found M/s. S. C. Varma & Co., Chartered Accounts to be best suited to handle the Audit.

M/s. S. C. Varma is one of the leading firms of Chartered Accounts and Financial Advisors across Delhi, NCR.

The Company has obtained a certificate from the Auditors of the Company that they meet the criteria of independence, eligibility and qualification as prescribed under Section 141 of the Companies Act, 2013

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. 3 of the Notice for the approval of the members.

**ITEM NO. 4**

The Board of Directors, on the recommendation of the Audit Committee, have approved the reappointment of M/s. Vijender Sharma & Co., Cost Accountants (Firm Registration No. 00180), as the Cost Auditors of the Company for the

financial year 2022-23 at a remuneration of ₹ 4,00,000 /- (Rupees Four Lakhs Only), excluding tax (as applicable) and reimbursement of out-of-pocket expenses incurred by the Cost Auditors on actual basis. There is no change in the fees of Cost Auditors in comparison to the previous year.

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

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

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

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

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

**Sd/-  
(Jatin Mahajan)  
Company Secretary  
F 6887  
Place: Noida  
Date: 22<sup>nd</sup> June, 2022**