

Uniparts India Limited

CIN: L74899DL1994PLC061753

Registered Office: Gripwel House, Block-5, LSC, C 6 & 7, Vasant Kunj, New Delhi-110 070

Corporate Office: 1st Floor, B 208, A1 & A2, Phase-II, Noida-201305, (U.P.), India

Telephone No.: +91 120 4581400; **E-mail:** compliance.officer@unipartsgroup.com; **Website:** www.unipartsgroup.com

NOTICE

Notice is hereby given that the 31st Annual General Meeting ("AGM") of the members of Uniparts India Limited ("the Company") will be held on Monday, September 22, 2025 at 04:30 P.M. (IST) 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 statement of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and the Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass, the following resolutions as **Ordinary Resolutions**:

- a) "RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2025 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, 2025 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To confirm (a) First Interim Dividend for FY 2024-25 of Rs. 6.75 per equity share of face value of Rs. 10/- each and (b) Second Interim Dividend for FY 2024-25 of Rs. 7.50 per equity share of face value of Rs. 10/- each and, in this regard, to consider and if thought fit, to pass, the following resolutions as **Ordinary Resolutions**:

- a. "RESOLVED THAT the First Interim Dividend of Rs. 6.75 per equity share of face value of Rs. 10/- each fully paid up (i.e. 67.50%), for the Financial Year 2024-25, as approved by the Board of Directors of the Company and already paid, be and is hereby confirmed."
- b. "RESOLVED THAT the Second Interim Dividend of Rs. 7.50 per equity share of face value of Rs. 10/- each fully paid up (i.e. 75%), for the Financial Year 2024-25, as approved by the Board of Directors of

the Company and already paid, be and is hereby confirmed."

3. To appoint Mr. Paramjit Singh Soni (DIN: 00011616), Executive Director, who retires by rotation and being eligible, offers himself for re-appointment and, in this regard, to consider and if thought fit, to pass, 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. Paramjit Singh Soni (DIN: 00011616), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Special Business:

4. To ratify the remuneration payable to M/s. Vijender Sharma & Co., Cost Auditors, for the Financial Year 2025-26, and in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the remuneration payable to M/s. Vijender Sharma & Co., member of the Institute of Cost Accountants of India (FRN-000180), who were appointed by the Board of Directors as the Cost Auditors based on the recommendation of the Audit Committee to conduct the audit of the Cost Records of the Company for the financial year 2025-2026, as set out in the statement annexed to the Notice convening this meeting, be and is hereby ratified."

5. To approve the appointment of M/s. Sanjay Grover & Associates, Company Secretaries, as Secretarial Auditors of the Company, and in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 24A of the Securities Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company, M/s. Sanjay Grover & Associates, Company Secretaries, having Firm Registration No. P2001DE052900, be and are hereby appointed as the Secretarial Auditors of the Company for a term of five (5) consecutive years commencing from financial year 2025-2026 to financial year 2029-2030, at such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditors."

6. To re-appoint Ms. Celine George (DIN: 02563846) as Non-Executive Independent Director of the Company, and in this regard, to consider and if thought fit, to pass, the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time and Articles of Association of the Company, Ms. Celine George (DIN: 02563846), who was appointed as Non-Executive Independent Director of the Company for a period of two years commencing from November 09, 2023 to November 08, 2025 and who being eligible for re-appointment as Non-Executive Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received

a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from November 09, 2025 upto November 08, 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

**By order of the Board of Directors
For Uniparts India Limited**

**Jatin Mahajan
Head Legal, Company Secretary and Compliance Officer**

Place: Noida, Uttar Pradesh

Date: May 27, 2025

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:

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:

L74899DL1994PLC061753

NOTES:

1. Pursuant to various circulars including the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, as extended from time to time and last extended vide General Circular No. 9/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ('MCA') (collectively "MCA Circulars") and the various circulars including Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated 3 October 2024 issued by Securities and Exchange Board of India ('SEBI') (collectively "SEBI Circulars") (hereinafter collectively referred as the "Circulars"), companies are allowed to hold AGM through VC or OAVM, without the physical presence of Members at a common venue. Therefore, in compliance with the provisions of the Companies Act, 2013 ("Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Circulars, the 31st Annual General Meeting ("AGM" / "Meeting") of the Company is being held through Video Conferencing ('VC'). The deemed venue for the AGM shall be the Registered Office of the Company.

2. An explanatory statement pursuant to the provisions of Section 102(1) of the Act read with the relevant rules made thereunder and Secretarial Standards-2 on General Meetings issued by Institute of Company Secretaries of India (SS-2), setting out the material facts and reasons in respect of item nos. 4, 5 and 6 of this Notice, is annexed herewith.

3. In terms of the provisions of Section 152 of the Act, Mr. Paramjit Singh Soni (DIN: 00011616), Vice Chairman and Executive Director of the Company, retires by rotation at the Meeting.

The Nomination and Remuneration Committee and the Board of Directors of the Company recommend his re-appointment. Mr. Paramjit Singh Soni is interested in the Ordinary Resolution set out at Item No. 3 of the Notice with regard to his re-appointment. The relatives of Mr. Paramjit Singh Soni may be deemed to be interested in the resolution set out at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Brief profile of the director retiring by rotation/ seeking re-appointment at this Meeting including information required pursuant to Regulation 36 of the SEBI Listing Regulations read with the applicable provisions of SS-2 issued by the ICSI, is annexed as "Annexure" to the Notice.

4. 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. Since this AGM will be held through VC/OAVM pursuant

to the Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for the appointment of proxies by the members will not be available for the AGM and hence, the proxy form, attendance slip and the route map of the venue of the meeting are not annexed hereto.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. Institutional / Corporate Members (that is, other than Individuals, HUFs, NRIs, etc.) are entitled to appoint authorized representative to attend the AGM through VC/OAVM and participate thereat and cast their votes through e voting. Institutional / Corporate Members intending to attend the AGM through their authorized representative(s) are requested to provide scanned certified copy (in PDF format) of Board Resolution / Authority Letter / Power of Attorney, etc. authorizing such representative(s) to attend and vote at the AGM, by e-mail to the Scrutinizer at nkj@nkj.co.in with a copy marked to Company's Registrar and Transfer Agent, MUFG Intime India Private Limited ("MUFG Intime" / RTA") at enotices@in.mprms.mufig.com and the Company at compliance.officer@unipartsgroup.com.

7. REGISTRAR AND TRANSFER AGENT

The name of the Registrar and Transfer Agent has changed from 'Link Intime India Private Limited' to 'MUFG Intime India Private Limited' with effect from December 31, 2024.

8. DISPATCH OF NOTICE AND ANNUAL REPORT THROUGH ELECTRONIC MODE:

a) In compliance with the Circulars, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose email address is registered with the Company/ RTA / Depository Participants/ Depositories. Members may note that the Notice and Annual Report for the financial year 2024-25 will also be available on the Company's website at <https://www.unipartsgroup.com/home/notices> websites of the Stock Exchanges, that is BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Company's RTA at www.in.mprms.mufig.com.

b) In terms of regulation 36(1)(b) of SEBI Listing Regulations, a letter providing the web-link, including the exact path and QR code, where complete details of the Notice and Annual Report of the Company are available, is being physically sent to those shareholder(s) who have not registered their email addresses with the

Depository Participant(s), the Company or the RTA of the Company.

In case any member is desirous of obtaining physical copy of Notice and Annual Report for the financial year 2024-25, he/ she may send a request to the Company by writing at compliance.officer@unipartsgroup.com mentioning their Folio No./ DP ID and Client ID.

- c) Members who have not registered their email address with the Company/Depositories/DPs, may complete the email registration process as under to receive the Notice, Annual Report and vote on the resolutions mentioned therein:

- (i) Registration of email id for shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with MUFG InTime, by clicking the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html in their web site www.in.mpms.mufg.com at the Investor Services tab by choosing the E-mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e mail id and also upload the image of PAN, Aadhar Card, share certificate & Form ISR-1 in PDF or JPEG format (upto 1 MB).

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

- (ii) For Permanent Registration for Demat shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

- (iii) For Temporary Registration for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with MUFG InTime by clicking the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html in their web site www.in.mpms.mufg.com at the Investor Services tab by choosing the

E-mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DP ID, Client ID/ PAN, mobile number and e-mail id and also upload the image of CML, PAN, Aadhar Card & Form ISR-1 in PDF or JPEG format (upto 1 MB).

In case of any queries, shareholder may write to delhi@in.mpms.mufg.com or call on Tel. no.: +91 11 49411000.

9. PROCEDURE FOR INSPECTION OF DOCUMENTS:

- (a) 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, the Certificate from the Secretarial Auditors in respect of the Company's Employee Stock Option Scheme/Plan and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. 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. Members seeking to inspect such documents can send an e-mail to compliance.officer@unipartsgroup.com.
- (b) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Thursday, September 18, 2025 by sending e-mail on compliance.officer@unipartsgroup.com. The same will be replied by the Company suitably.

10. AGENCY FOR CONDUCTING THE AGM, REMOTE E-VOTING AND E-VOTING AT AGM:

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, SS-2, Regulation 44 of the SEBI Listing Regulations and Circulars, the Company is providing facility of remote e-voting and e-voting at AGM to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has appointed MUFG Intime India Private Limited, Registrar and Share Transfer Agent of the Company, to provide the VC/ OAVM facility for conducting the AGM and for voting through remote e-voting or e-voting at the AGM. The procedure related thereto is explained here in below.

11. REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

- a) The facility for the Members to exercise their right to vote through electronic means will be available during the following period:

Commencement of e-voting: Thursday, September 18, 2025 at 09:00 A.M. (IST)

Conclusion of e-voting: Sunday, September 21, 2025 at 05:00 P.M. (IST)

- b) During the above period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. Monday, September 15, 2025 ("**Cut-off date**") who are otherwise not barred to cast their vote, may cast their vote by remote e-voting or e-voting at the AGM, on the resolutions set forth in this Notice. The said remote e-voting module shall be disabled by RTA for voting immediately thereafter. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again. A person who is not a member on the Cut-off date should treat this Notice for information purpose only.
- c) The voting rights of the Members for remote e-voting and for e-voting at AGM shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as at close of business hours on Cut-off date.
- d) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM through VC/ OAVM but shall not be entitled to cast their vote again.
- e) In order to increase the efficiency of the E-voting process, SEBI vide its circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, (subsumed as a part of SEBI Master circular No. SEBI/HO/CFD/PoD2/ CIR/P/0155 dated November 11, 2024) decided to enable E-voting to all the demat account holders by way of a single login credential through their demat accounts/ website of Depositories/ DPs. Demat account holders would be able to cast their vote without having to register again with E-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in E-voting process. Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.
- f) Any person who acquires shares of the Company and becomes Member of the Company after the dispatch of Notice and holding shares as on the Cut-off date, may obtain the login ID and password by sending a request at delhi@in.mpmns.muvg.com. However, if he/ she is already registered with MUFG InTime for remote e-voting, then he/ she can use his/ her existing user ID and password for casting the vote.

Login method for Individual shareholders holding securities in demat/ physical mode and Institutional shareholders is given below:

A. Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 – If registered with NSDL IDeAS facility

(i) Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Click on "Beneficial Owner" icon under "IDeAS Login Section".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

(ii) User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- c) Enter the last 4 digits of your bank account / generate 'OTP'
- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

METHOD 2 - By directly visiting e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you

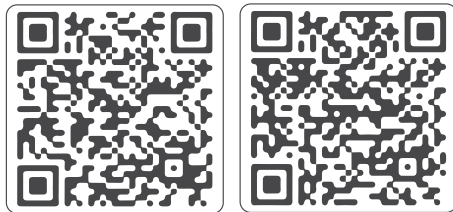
will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be redirected to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



B. Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

- (i) Users who have registered for CDSL Easi/Easiest facility.
 - a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
 - b) Enter existing username, Password & click on "Login".
 - c) Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
- (ii) Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

C. Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through "e-voting" option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

D. Login method for shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the Cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

(i) Shareholders registered for INSTAVOTE facility:

(a) Visit URL: <https://instavote.linkintime.co.in> & click on "**Login**" under '**SHARE HOLDER**' tab.

(b) Enter details as under:

1. User ID: Enter user ID

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

2. Password: Enter existing Password

3. Enter Image Verification (CAPTCHA) Code

4. Click "**Submit**".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

(ii) Shareholders not registered for INSTAVOTE facility:

(a) Visit URL: <https://instavote.linkintime.co.in> & click on "**Sign Up**" under '**SHARE HOLDER**' tab & register with details as under:

1. User ID: Enter user ID

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

2. **PAN**: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

3. **DOB/DOI**: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)

4. **Bank Account Number**: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded '3' and '4', shall provide their Folio number in '4' above*

**Shareholders holding shares in NSDL form, shall provide '4' above*

5. Set the password of your choice

The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

6. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "Login" under '**SHARE HOLDER**' tab & follow steps given above in points (i) - (a) & (b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

a) Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

b) Select 'View' icon. E-voting page will appear.

c) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

d) After selecting the desired option i.e. Favour / Against, click on '**Submit**'.

e) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

E. Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

a) Visit URL: <https://instavote.linkintime.co.in>

b) Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

c) Fill up your entity details and submit the form.

d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 1. 'Investor ID' -
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 2. 'Investor's Name - Enter Investor's Name as updated with DP.
 3. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 4. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

(File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.)
- d) Click on Submit button

(The investor is now mapped with the Custodian/ Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section").

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by the following two methods, during the remote e-voting period:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter '16-digit Demat Account No.'
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

F. Forgot Password:

- a. **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/ her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

b. Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

G. Helpdesk

a) Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact MUFG InTime INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: +91 22 - 4918 6000.

b) Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

13. The facility for joining the AGM through VC/ OAVM shall open for the Members 15 minutes before the scheduled time of the commencement of the AGM.

14. The facility of participation at the AGM through VC/ OAVM will be made available on first-come-first served basis. This will not apply to large Shareholders (Shareholders holding 2% or more shareholding) and Institutional Investors who are allowed to attend the AGM without any restriction on account of first come first served basis. Institutional Investors are encouraged to attend and vote at the AGM.

15. PROCESS AND MANNER FOR ATTENDING THE AGM THROUGH INSTAMEET:

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on "**Login**".
- b) Select the "Company Name" and register with your following details:
- c) Select Check Box - **Demat Account No. / Folio No. / PAN**

(i) **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No.

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**.
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**.
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company.

(ii) **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you by MUFG InTime, if applicable.

(iii) **Mobile No.:** Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

(iv) **Email ID:** Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

- d) Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

16. INSTRUCTIONS FOR SHAREHOLDERS TO VOTE DURING THE AGM THROUGH INSTAMEET:

The members present in the AGM through VC/ OAVM facility and have not cast their vote on the resolutions through remote e-voting shall be eligible to vote during the AGM. The e-voting module will be activated 30 minutes prior to the AGM and shall remain activated 15 minutes after the conclusion of the AGM.

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "**Save**". A confirmation box will be displayed. If you wish to confirm your vote, click on "**Confirm**", else to change your vote, click on "**Back**" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Notes:

- Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.
- Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

- Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@in.mprms.muvg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

17. INSTRUCTIONS FOR SHAREHOLDERS TO SPEAK DURING THE AGM (SPEAKERS REGISTRATION)

- a) Members, who would like to speak during the AGM, need to register their request on or before Monday, September 15, 2025, as a speaker with the Company by sending their request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, by sending an email to the Company at compliance.officer@unipartsgroup.com. Only those members who are registered as speaker will be allowed to express their views or ask questions at the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.
- b) Shareholders will get confirmation on first cum first serve basis depending upon the provision available.

18. SCRUTINIZER FOR E-VOTING AND DECLARATION OF VOTING RESULTS:

- a) The Board has appointed Mr. Neelesh Kumar Jain, Company Secretary in Practice (Membership No. - FCS 5593 and CP No. - 5233), of M/s. NKJ & Associates, as the Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
- b) The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman of the meeting or a person authorized by him in writing.
- c) The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated

Scrutinizer's Report, will be placed on the website of the Company at www.unipartsgroup.com and on the website of RTA at <https://instavote.linkintime.co.in>. The result will simultaneously be communicated to the stock exchanges and will also be displayed at the Registered Office and Corporate Office of the Company.

d) The resolutions will be deemed to be passed on the date of AGM, i.e. Monday, September 22, 2025, subject to receipt of the requisite number of votes in favour of the resolutions.

19. The recorded transcript of the AGM shall also be made available on the website of the Company at www.unipartsgroup.com as soon as possible after the conclusion of AGM.

20. The Members who have not received dividend pertaining to financial year 2024-25 are requested to write to RTA, mentioning the relevant Folio Number(s)/ DP ID and Client ID. The Members are requested to note that dividends which are not claimed/not paid within seven (7) years from the date of transfer to the Company's Unpaid Dividend Account, will, as per the provisions of Section 124 of the Companies Act, 2013 and rules made thereunder, be transferred to the Investor Education and Protection Fund ("IEPF"). The Company would upload the details of unpaid and unclaimed amounts lying with the Company on the Company's website www.unipartsgroup.com and also on the website of the MCA, from time to time.

Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016, the equity shares of the Company, in respect of which the dividend(s) remained unpaid or unclaimed for a period of seven (7) consecutive years, are liable to be transferred to the IEPF Authority.

21. Members should notify the changes in their address immediately to the Registrar and Transfer Agent of the Company/Depository Participants (DP) as the case may be. Members who are holding shares in dematerialised form (Demat) are requested to keep their Bank Account details including IFSC and/or MICR updated with their respective DPs (Depository Participant) and those members who are holding shares in physical form, by sending a request to the Registrar and Transfer Agent by quoting their Folio No, PAN along with cancelled cheque or other acceptable Bank Account proof.

22. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in dematerialised form are therefore requested

to submit their PAN to the DP's with whom they are maintaining their dematerialised accounts.

23. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company/ RTA of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from concerned DPs and holdings should be verified from time to time.

24. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA/Company directly and/or through the SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at https://www.unipartsgroup.com/home/RTA_contact_details.

25. SEBI has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, the members are advised to dematerialise their holdings, if any.

Further, SEBI has also mandated listed companies to issue securities only in dematerialised form while processing service requests viz, issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition

26. As per the provisions of Section 72 of the Act, and SEBI Circulars, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH- 13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at <https://web.in.mpms.mufig.com/KYC-downloads.html> Formats for KYC. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the share are held in physical form, quoting their folio no.

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

The Board of Directors of the Company, based on the recommendation of the Audit Committee, has approved the appointment of M/s. Vijender Sharma & Co., Cost Accountant, as Cost Auditor, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026, on the remuneration of Rs. 4,00,000/- (Rupees Four Lakh Only) plus applicable service tax and out of pocket expenses, as may be incurred.

In accordance with the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, it is proposed to sought consent of the members by passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2026.

None of the Directors / Key Managerial Personnel of the Company / their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 4 of the Notice.

The Board of Directors commends the Ordinary Resolution set out at Item No. 4 of this Notice for ratification by the members.

Item No. 5

In terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Section 204 and other applicable provisions of the Companies Act, 2013 ("Act"), each as amended, read with applicable circulars issued by SEBI, the Company is required to appoint company secretary in practice as Secretarial Auditor of the Company for a term of five (5) consecutive years commencing financial year 2025-26, to conduct the Secretarial Audit of the Company.

The Board of Directors, at its meeting held on May 27, 2025 has, considering the experience and expertise and on the recommendation of the Audit Committee, recommended to the members, appointment of M/s. Sanjay Grover & Associates, Company Secretaries, having Firm Registration No. P2001DE052900, as Secretarial

Auditor of the Company for a term of five (5) consecutive financial years commencing from the financial year 2025-26 to the financial year 2029-30, on such remuneration as may be determined by the Board of Directors of the Company, from time to time.

M/s. Sanjay Grover & Associates (SGA) (Firm Registration Number: P2001DE052900), has a rich history that stretches over two decades, and the team is mentored by a senior professionals. SGA, established in 2001 offers a full spectrum of corporate, secretarial, regulatory, compliance services, and legal & regulatory services relating to various corporate laws and other financial & technical collaborations incidental to foreign direct investments into India. SGA specialises in Corporate Consultancy in the areas of Legal Compliances, Board Management, Secretarial Audits, Corporate Governance Audit, Security Management Audit, Public issue of Securities, Legal Due Diligence, Mergers, Acquisitions, Takeovers, Joint ventures and Collaborations. The firm is registered with the Institute of Company Secretaries of India. For over two decades, SGA has been a cornerstone in the field of Secretarial, Regulatory and Compliance services in India. The Firm also holds a valid Peer Review Certificate.

SGA is backed by a team of highly motivated professionals rendering services in diverse sectors. The dynamic professionals of SGA have enriched experience in dealing with various regulatory authorities like Registrar of Companies, Regional Director, National Company Law Tribunal, Ministry of Corporate Affairs, Competition Commission of India, SEBI, Stock Exchanges, Reserve Bank of India etc. Further, the firm boasts a diverse and distinguished client base across a broad range of sectors.

M/s. Sanjay Grover & Associates has provided their consent to be appointed as Secretarial Auditors and has confirmed that, if appointed, its appointment will be in accordance with Regulation 24A of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 and other relevant applicable SEBI Circulars issued in this regard.

The proposed remuneration to be paid to M/s. Sanjay Grover & Associates, for financial year 2025-26 is Rs. 2,25,000/- plus applicable taxes and reimbursement of out-of-pocket expenses. The Audit Committee and the Board is of the view that the proposed remuneration is reasonable considering the size and scale of the Company. The remuneration for the subsequent years of his term shall be fixed by the Board of Directors based

on the recommendation of the Audit Committee of the Company.

In accordance with the provisions of Regulation 24A of the SEBI Listing Regulations, the appointment of Secretarial Auditor is required to be approved by the members of the Company. Accordingly, approval of the members is sought by passing the Ordinary Resolution as set out at Item No. 5 of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6

Ms. Celine George (DIN: 02563846) is currently appointed as Non-Executive Independent Director of the Company, member of the Nomination and Remuneration Committee ('NRC') and member of the Corporate Social Responsibility Committee of the Company. The appointment of Ms. Celine George as Non-Executive Independent Director of the Company was approved by the members of the Company through postal ballot dated January 09, 2024, for a term of two (2) years commencing from November 09, 2023 upto November 08, 2025. She is eligible for re-appointment for a second term on the Board of the Company.

The NRC, taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, has recommended to the Board re-appointment of Ms. Celine George as Non-Executive Independent Director of the Company.

Based on the recommendation of the NRC, the Board of Directors at its Meeting held on May 27, 2025 has proposed the re-appointment of Ms. Celine George as Non-Executive Independent Director of the Company for a second term of five (5) years commencing from November 09, 2025 upto November 08, 2030, not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

The Board is of the opinion that Ms. Celine George continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as Non-Executive Independent Director of the Company and her continued association would be of immense benefit to the Company.

The Company has received:

- (i) consent in writing from Ms. Celine George to act as Director in Form DIR-2 pursuant to Rule 8 of

the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),

- (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Ms. Celine George to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under SEBI Listing Regulations.
- (iv) a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- (v) a notice in writing by a member proposing her candidature under Section 160(1) of the Act.

Ms. Celine George has also declared that she is in compliance with provisions of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA') and passing of online proficiency self-assessment test conducted by IICA.

In the opinion of the Board, Ms. Celine George fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as Non-Executive Independent Director and is independent of the Management. Copy of letter of appointment of Ms. Celine George setting out the terms and conditions of appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send an e-mail to compliance.officer@unipartsgroup.com.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Ms. Celine George as Non-Executive Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board commends the Special Resolution set out in Item No. 6 of the accompanying Notice for approval of the Members.

None of the Directors / Key Managerial Personnel of the Company / their respective relatives, except Ms. Celine George and her relatives, are concerned or interested,

financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

**By order of the Board of Directors
For Uniparts India Limited**

Jatin Mahajan
Head Legal, Company Secretary and Compliance Officer

Place: Noida, Uttar Pradesh

Date: May 27, 2025

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:

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:

L74899DL1994PLC061753

Annexure

(to the Notice dated May 27, 2025)

Details of Director retiring by rotation/seeking re-appointment at the Meeting

Name	Mr. Paramjit Singh Soni	Ms. Celine George
Age	64 years	66 years
Qualifications	Mr. Paramjit Singh Soni holds a bachelor's degree in commerce from the University of Delhi.	Ms. Celine George is a postgraduate in Business Economics from Delhi University and Post Graduate Diploma in International management from IMI, Delhi. She is a Chevening Gurukul Scholar from London School of Political Science & Economics, UK. She is a certified assessor in organization Development. She is also a certified in the EUM for coaching and facilitation.
Experience	Mr. Paramjit Singh Soni is an Executive Director and Vice Chairman of the Company. He was appointed as a Director of the Company on September 26, 1994. He has 41 years of work experience including experience in different roles within the Uniparts Group and is presently based in the USA. He is responsible for the OEM business of the Uniparts Group and also actively involved in the formulation of corporate strategy and planning and concentrates on the inorganic growth and diversification plans of the Company.	Ms. Celine George is an Independent Director of Uniparts India Limited ("Company"). She was appointed as a Director of the Company on November 9, 2023. Ms. Celine George has worked in areas of Leadership, Corporate Restructuring, Business Transformation, People Performance and Change Management and has over 32 years of experience advising organisations, in the public and private sectors, across multiple industry verticals, Energy, Healthcare, Financial Services, Retail, Education Technology and Consulting. She started her career in 1984 with ONGC and later worked with the Management Consulting Division of TCS. She has been a key member of the Executive Leadership of Cairn Energy India Pty Ltd, Max Healthcare Institute Limited and Aviva Life Insurance Company Pvt. Ltd. She currently works as an Independent Management Consultant and serves as an Independent Director on the Board of PPAP Automotive Limited and as a member of the Governing Board of Action for Autism, a national level not-for-profit organization that has pioneered the autism movement in India and South Asia and runs facilities for persons on the Autism Spectrum.
Terms and Conditions of Appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Paramjit Singh Soni, is liable to retire by rotation.	As per resolution no. 6
Remuneration last drawn (FY 2024-25)	He has not drawn any remuneration from the Company. He is drawing remuneration from wholly owned subsidiary of the Company namely, Unipart USA Ltd.	Sitting fee of Rs. 6,25,000 has been paid to Ms. Celine George for attending Board meeting and applicable Committee meetings of the Company held during FY 2024-25.
Remuneration proposed to be paid	NIL (He will continue to draw remuneration from wholly owned subsidiary of the Company namely, Unipart USA Ltd.)	Ms. Celine George shall be paid remuneration by way of sitting fees for attending the meeting of the Board or Committees thereof and reimbursement of expenses for participating in the Board or Committee meetings. She will also be entitled to the commission within the limits stipulated under Section 197 of the Companies Act, 2013, subject to the approval of the Board.
Date of first appointment	September 26, 1994	November 09, 2023
Shareholding in the Company including shareholding as a beneficial owner as on the date of Notice	10,000 equity shares	NIL

Name	Mr. Paramjit Singh Soni	Ms. Celine George
Relations with other directors/ KMPs	Mr. Paramjit Singh Soni is brother of Mr. Gurdeep Soni, Chairman and Managing Director	Ms. Celine George is not related to any other Director / Key Managerial Personnel of the Company or its subsidiaries companies.
Number of meetings of the Board attended during the FY 2024-25	6	6
Directorship of other Boards as on the date of Notice	<p>Listed: NIL</p> <p>Unlisted:</p> <ul style="list-style-type: none"> Gripwel Fasteners Private Limited (a wholly owned subsidiary of Uniparts India Limited) <p>Overseas:</p> <ul style="list-style-type: none"> Uniparts USA Limited (a wholly owned subsidiary of Uniparts India Limited) Uniparts Olsen Inc. (a wholly owned step-down subsidiary of Uniparts India Limited) 	<p>Listed:</p> <ul style="list-style-type: none"> PPAP Automotive Limited <p>Unlisted:</p> <ul style="list-style-type: none"> Green Clouds Education Solutions Private Limited
Membership / Chairmanship of Committees of other Boards as on date of Notice	NIL	<p>PPAP Automotive Limited</p> <ul style="list-style-type: none"> Nomination and Remuneration Committee (Chairman) Stakeholders Relationship Committee (Member)
Listed entities from which the director has resigned in the past three years	NIL	NIL

**By order of the Board of Directors
For Uniparts India Limited**

Jatin Mahajan
Head Legal, Company Secretary and Compliance Officer

Place: Noida, Uttar Pradesh

Date: May 27, 2025

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:

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Fax: +91 120 458 1499

Corporate Identity Number:

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