

# NOTICE OF THE 27<sup>TH</sup> ANNUAL GENERAL MEETING

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Notice is hereby given that the 27<sup>th</sup> Annual General Meeting ("AGM") of the members of Uniparts India Limited ("the Company") will be held on Tuesday, the 21<sup>st</sup> day of September 2021 at 11 a.m. at the Registered Office of the Company at Gripwel House, Block-5, Sector C - 6 and 7, Vasant Kunj, New Delhi 110070, to transact the following businesses:

## 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 2021 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 2021 and the report of Auditors thereon.

### 2. To declare a dividend on equity shares for the financial year ended 31<sup>st</sup> March 2021 and, in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT a final dividend of Rs.3.30/- (Three rupees and thirty paise Only) per equity share of Rs. 10/- (Rupees Ten Only) each fully paid up for the financial year 2020-21, as recommended by the Board, be and is hereby approved and declared."

### 3. To appoint a Director in place of Mr. Gurdeep Soni (DIN 00011478), 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.

## Special Business:

### 4. To ratify the Cost Auditors' remuneration for the Financial Year 2021-22 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 Lacs Only) plus applicable tax and reimbursement of out of pocket expenses at actuals, for the financial year ended 2021-22 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."

### 5. To approve/ratify the appointment of Mr. Harjit Singh Bhatia, Nominee Director and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the as approved by the Board of Directors, and in accordance with the provisions of Companies Act, 2013 and any amendments thereto read with the applicable Companies Rules, appointment of Mr. Harjit Singh Bhatia, as Nominee Director not liable to retire by rotation be and is hereby approved/ratified.

**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/-  
(Ashish Srivastava)  
Company Secretary  
FCS 5325  
Place: New Delhi  
Date: 27<sup>th</sup> July, 2021**

**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. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS OF THE COMPANY NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE ANNUAL GENERAL MEETING. A PROXY FORM FOR THE ANNUAL GENERAL MEETING IS ENCLOSED.
2. Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days' notice in writing of the intention so to inspect is given to the Company.
3. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Annual General Meeting.
4. A statement pursuant to Section 102 of the Companies Act, 2013, with respect to Special Business set out in the Notice is annexed hereto.
5. 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., 10<sup>th</sup> September 2021. A person who is not a member as on the cut off date should treat this Notice for information purposes only.
6. The Final Dividend of Rs. 3.30 per equity share, i.e. @ 33% on the paid-up share capital, for the year 2020-21, as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 (thirty) days from the date of declaration, to the members whose names appear as beneficial owners of the shares as per list to be furnished by the RTA in respect of the shares held in demat form and physical form on the closing hours of the business on 10<sup>th</sup> September 2021.
7. Reappointment of Director: In terms of Section 152 of the Companies Act, 2013, Mr. Gurdeep Soni (DIN 00011478), Managing Director, retires by rotation at the Meeting and being eligible, offer himself for re-appointment. The Board of Directors of the Company recommend his re-appointment. Mr. Gurdeep Soni himself and Mr. Paramjit Singh Soni, Director being brother of Mr. Gurdeep Soni are interested in the Ordinary Resolution set out at Item No. 3 of the Notice. Brief profile and other details of Mr. Gurdeep Soni is annexed to the Notice pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government. The Board of Directors recommends the ordinary resolution set forth in Item no. 3 of the Notice for the approval of the members.
8. All relevant documents referred to in the accompanying Notice and the Statement annexed pursuant to Section 102 of the Companies Act, 2013, including the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection in physical or in electronic form by the members at the Registered Office on all working days between 11.30 A.M. to 1.30 P.M. up to the date of the Annual General Meeting. Further, the copies thereof shall also be made available for inspection in physical or in electronic form at the Corporate Office of the Company on all working days between 11.30 A.M. to 1.30 P.M. up to the date of the Annual General Meeting.
9. 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).

10. Annual Report 2020-21 with Attendance Slip and Proxy form are being sent by electronic mode to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report for FY 2020-21 are being sent by the permitted mode.
11. The Company has received the requisite consents/ declarations for the reappointment of Director.
12. Members may also note that the Notice of the 27<sup>th</sup> Annual General Meeting will also be available on the Company's website [www.unipartsgroup.com](http://www.unipartsgroup.com). The physical copies of the Notice of the 27<sup>th</sup> Annual General Meeting of the Company will also be available at the Company's Registered Office as well as Corporate Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at [compliance.officer@unipartsgroup.com](mailto:compliance.officer@unipartsgroup.com).
13. 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.
14. In case of any query relating to the Annual Accounts, the members are requested to send the same to the Company Secretary at the Corporate Office of the Company at least 10 days before the date of Annual General Meeting, so as to enable the management to keep the information ready for replying at the meeting.
15. The complete particulars of the venue of the Meeting, including route map and prominent landmark for easy location, also forms part of this notice.

#### **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, 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 2021-22 at a remuneration of ₹ 400,000/- (Rupees Four Lacs Only), excluding tax (as applicable) and reimbursement of out of pocket expenses incurred by the Cost Auditors on actual basis.

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.

#### **ITEM NO. 5**

The Board of Directors have approved the appointment of Mr. Harjit Singh Bhatia as Nominee Director of the Company w.e.f. 21<sup>st</sup> May, 2021.

Harjit Bhatia founded Asia Growth Capital Advisors (AGCA) in August 2010 as a spin-off business from Credit Suisse Bank in Asia. AGCA is a private equity firm, headquartered in Singapore with a Capital Markets license from Monetary Authority of Singapore.

Till July 2010, Mr. Bhatia was the Chairman and Managing Partner of Credit Suisse Private Equity Asia, a pan Asian fund sponsored by Credit Suisse as the exclusive investment vehicle in the region with international investors. Harjit joined Credit Suisse in April 2007 from Ritchie Capital Management (RCM) where he was Chairman and CEO, Asia Pacific and led RCM's expansion into private equity investing in the Asia Pacific region. From July 2012 to November 2014, Mr. Bhatia also led and managed Asia Opportunities Fund II (originally sponsored by AIG) and related AIA co- investment programs, as Managing Partner & CEO at Pine Bridge Asia Partners.

Prior to RCM, Mr. Bhatia spent 11 years at General Electric Company (GE) in senior leadership positions, most recently as President and CEO of GE Corporate Financial Services in Asia Pacific. While at GE, Harjit pioneered and founded one of the first dedicated private equity investment programs in Asian private equity (1997-2002) across Asia Pacific with offices in Tokyo, Sydney, Mumbai, New Delhi, Jakarta, Singapore, and Hong Kong with focus on SMEs in growth sectors.

From 2003 to 2005, Mr. Bhatia led GE's Asia-Pacific business (Global Financial Restructuring Business) focused on providing structured solutions to banks through distressed asset acquisition and broad corporate financial services, managing investment and portfolio management teams across offices in Hong Kong, Tokyo, Taipei, Beijing, Seoul, Bangkok, and Delhi. Prior to working at GE, Mr. Bhatia founded and led Deutsche Bank's investment banking business in New Delhi (1991-1994), and worked at the State Bank of India (India's largest commercial bank) for 18 years in various leadership positions in India and abroad (Japan and Italy), including being part of the team which founded India's largest investment bank SBI Caps

Overall, Mr. Bhatia has over 48 years of broad management experience across corporate lending, private equity, distressed investing, corporate finance, infrastructure, and international finance. Harjit has sat on the Boards of several portfolio companies in the region during his career. He is well known in the industry and is a frequent participant /speaker at industry dialogues and conferences. He currently sits on the Board Of Trustees of SINDA . He also Chairs the Board of International Asset Reconstruction Company (Majority owned by Blackstone with HDFC and Tata Capital as co- investors )and been Senior Advisor to Canadian Pension Plan Investment Board (CPPIB)'s Singapore investment holding company for their investments in infra space in India for over six years.

Mr. Bhatia holds an MBA Degree from the University of Delhi, India and a Master of Commerce Degree from the University of Allahabad, India. He is also a Certified Associate of the Indian Institute of Bankers. Mr. Bhatia obtained a "Green Belt" certification under GE's Six Sigma Quality Program. He is fluent in English, Hindi, Punjabi, and Urdu.

He is presently not drawing any remuneration from the Company.

No. of board meetings attended during the financial year 2020-21: Not applicable

Date of first appointment on the Board of the Company: 21<sup>st</sup> May, 2021.

Shareholding: Nil

Membership of Board and Committees in other companies:

1. International Asset Reconstruction Company Private Limited
2. Asia Growth Capital Advisors (Singapore) Pte. Limited
3. Asia Growth Capital Advisors (HK) Limited.
4. Polygel Life Sciences Pte. Limited

Relationship(s) with other directors and Key Managerial Personnel: None of the Directors is related with Mr. Bhatia.

The Board of Directors recommends the Ordinary resolution set forth in Item no. 5 of the Notice for the approval of the members.

**Additional information of the director recommended for re- appointment (in pursuance of Secretarial Standards (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government)**

### ITEM NO. 3

Brief Profile of Mr. Gurdeep Soni: Mr. Gurdeep Soni, aged 66 years, is the Chairman and Managing Director of the Company and has been associated with the Company since its incorporation. He was appointed as a Director of the Company on September 26, 1994. He holds a Master of Management Studies degree from Birla Institute of Technology and Science, Pilani. He has approximately 41 years of work experience in different roles within the Uniparts Group. He has been actively involved in the day-to-day operations of the Company and is responsible for the aftermarket business of the Group.

As Mr. Gurdeep Soni, Managing Director of the Company, being longest in office, will retire by rotation at the ensuing annual general meeting of the Company, therefore, to ensure compliance with the provisions of Section 152 of the Companies Act, 2013, his re-appointment shall not constitute a break in his office as Director of the Company.

He presently draws his remuneration from Gripwel Fasteners Pvt Limited, a wholly owned subsidiary of the Company. Mr. Gurdeep Soni is not drawing any remuneration from Uniparts India Limited.

Directorships in other Companies as on 31<sup>st</sup> March 2021:

#### **Indian Companies**

- a. Gripwel Fasteners Private Limited
- b. Sweaty Spirit Apparel Limited

- c. G K P Farms Private Limited
- d. SKG Engineering Private Limited
- e. Amazing Estates Private Limited
- f. Tima Trading Private Limited
- g. SGA Trading Private Limited
- h. Uniparts Engineering Private Limited
- i. Bluebells Homes Private Limited (Formerly known as Oilintec Private Limited)
- j. Vivify Net Private Limited
- k. Silveroak Estate Private Limited

**Companies incorporated outside India**

- a. Uniparts USA Limited
- b. Uniparts Olsen Inc.
- c. Uniparts Europe B.V.

No. of board meetings attended during the financial year 2020-21: Mr. Gurdeep Soni has attended all the 5 (five) board meetings held during the financial year 2020-21.

**Shareholding:**

Mr. Gurdeep Soni holds 89,95,090 (19.93%) shares in the Company.

**Board Committees positions in other companies:**

Mr. Gurdeep Soni does not hold any membership/ chairmanship of Board Committees of any other company.

Relationship(s) with other directors and Key Managerial Personnel: Mr. Paramjit Singh Soni and Mr. Gurdeep Soni, are brothers.

None of the Directors (except Mr. Paramjit Singh Soni), 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.

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

**Sd/-  
(Ashish Srivastava)  
Company Secretary  
FCS 5325  
Place: New Delhi  
Date: 27<sup>th</sup> July, 2021**