

**CONSOLIDATED SCRUTINIZER'S REPORT**

**[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]**

To

The Chairman of Thirty-first Annual General Meeting of the Equity Shareholders of **Uniparts India Limited** held on Monday, September 22, 2025 at 04:30 p.m. (IST) through Video Conferencing ("VC") or other Audio-Visual Means (OAVM).

Dear Sir,

1. I, Neelesh Kumar Jain, Company Secretary in Practice and Proprietor, NKJ & Associates, Company Secretaries, (Membership Number FCS-5593), have been appointed as Scrutinizer by the Board of Directors of M/s. Uniparts India Limited ("**the Company**") for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**") on the resolutions contained in the notice dated 27<sup>th</sup> May, 2025 ("**Notice**") issued in accordance with General Circular Nos. 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 20/2020 dated 05.05.2020, 22/2020 dated 15.06.2020, 02/2021 dated 13.01.2021, 19/2021 dated 08.12.2021, 21/2021 dated 14.12.2021, 02/2022 dated 05.05.2022, 03/2022 dated 05.05.2022, 10/2022 dated 28.12.2022, 09/2023 dated 25.09.2023 and last extended General Circular No. 09/2024 dated 19.09.2024 issued by Ministry of Corporate Affairs ("**MCA**"), Government of India (hereinafter referred to as "**MCA Circulars**") and the various circulars including Circular No. SEBI/HO/CFD/CFDPoD- 2/P/ CIR/2024/133 dated 3 October 2024 issued by Securities and Exchange Board of India (collectively "**SEBI Circulars**"), calling the Thirty-first Annual General Meeting of its Equity Shareholders ("**the Meeting**" / "**AGM**") through VC/OAVM. The AGM was convened on Monday, 22<sup>nd</sup> day of September, 2025 at 04:30 p.m. (IST) through VC/OAVM. The deemed venue for the Meeting was the Registered Office of the Company.
2. In compliance with the MCA Circulars and SEBI Circulars, the Notice along with the Annual Report 2024-25 was sent through electronic mode to equity shareholders whose email address is registered with the Company/ Registrar & Transfer Agent of the Company, MUFG Intime India Private Limited ("**MUFG INTIME**")/ National Securities Depository Limited ("**NSDL**")/Central Depository Services (India) Limited ("**CDSL**") /Depository Participants.

The said Notice and Annual Report 2024-25 was also placed on the website of the Company at: [www.unipartsgroup.com](http://www.unipartsgroup.com) and on the website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com),





respectively; and on the website of MUFG INTIME at <https://instavote.linkintime.co.in/>, the Registrar and Transfer Agent of the Company, being the agency appointed by the Company to provide to its equity shareholders facility to exercise their right to vote on the resolutions contained in the Notice calling the Meeting using an electronic voting system (i) remotely, before the Meeting on the dates referred to in the Notice ("remote e-voting"); and (ii) at the Meeting ("Insta Poll");

In compliance with the relevant MCA Circular(s), a newspaper advertisement was published on Sunday, August 31, 2025 in 'Financial Express' (English newspapers) and 'Jansatta' (Hindi language newspaper), respectively specifying the day, date and time of the AGM. Notice of the AGM and Annual Report was also made available on the website of the Company, Stock Exchanges and MUFG INTIME.

3. My appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:

- (i) process of remote e-voting; and
- (ii) process of Insta Poll (e-voting at the AGM).

#### **Management's Responsibility**

4. The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

#### **Scrutinizer's Responsibility**

5. My responsibility as Scrutinizer for e-voting process (i.e. Remote e-voting and Insta Poll) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by MUFG INTIME, the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and/or MUFG INTIME for my verification.

#### **Cut-off date**

6. The Equity Shareholders of the Company as on the "Cut-off" date, as set out in the Notice, i.e. Monday, September 15, 2025 were entitled to vote on the resolutions (item nos. 1 to 6 as set





out in the Notice calling the AGM) and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-off date.

**7. Remote e-voting process:**

- i. The remote e-voting period remained open from Thursday, September 18, 2025 at 9:00 a.m. (IST) to Sunday, September 21, 2025 at 5:00 p.m. (IST).
- ii. Based on the report generated by MUFG INTIME and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

**8. Insta Poll process at the AGM:**

- i. After the time fixed for closing of the e-voting, the electronic system recording the e-voting (e-votes) was locked by MUFG INTIME under my instructions.
- ii. The e-votes were reconciled with the records maintained by the Company / MUFG INTIME and the authorizations lodged with the Company/ MUFG INTIME on test check basis.
- iii. The votes cast were unblocked on Monday, September 22, 2025, 15 minutes after the conclusion of the AGM and was witnessed by two witnesses, Mr. Mohnish Luthra and Ms. Beauty Jaiswal who are not in the employment of the Company and/ or MUFG INTIME. They have signed below in confirmation of the same.



Mr. Mohnish Luthra



Ms. Beauty Jaiswal

- iv. Thereafter, the details containing, *inter alia*, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of MUFG INTIME, i.e. <https://instavote.linkintime.co.in/>. Based on the report generated by MUFG INTIME and relied upon by me, data regarding the e-voting was scrutinized on test check basis.

9. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and Insta Poll, based on the reports generated by MUFG INTIME, scrutinized on test-check basis and relied upon by me as under:



**Resolution-1: Ordinary Resolutions**

(a) Adoption of 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.

Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	122	5	127	31060844	37	31060881	99.9998
Dissent	8	0	8	76	0	76	0.0002
<b>Total</b>	<b>130</b>	<b>5</b>	<b>135</b>	<b>31060920</b>	<b>37</b>	<b>31060957</b>	<b>100</b>
Invalid Votes	0	0	0	0	0	0	
Abstain	0	0	0	0	0	0	

Based on the above, the Resolution has been passed with requisite majority

(b) Adoption of the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2025 and the report of the Auditors thereon.

Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	121	5	126	31059894	37	31059931	99.9967
Dissent	9	0	9	1026	0	1026	0.0033
<b>Total</b>	<b>130</b>	<b>5</b>	<b>135</b>	<b>31060920</b>	<b>37</b>	<b>31060957</b>	<b>100</b>
Invalid Votes	0	0	0	0	0	0	
Abstain	0	0	0	0	0	0	

Based on the above, the Resolution has been passed with requisite majority





**Resolution-2: Ordinary Resolutions**

(a) Confirmation of first Interim Dividend for FY 2024-25 of Rs. 6.75 per equity share of face value of Rs. 10/- each.

Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	123	5	128	31060869	37	31060906	99.9998
Dissent	7	0	7	51	0	51	0.0002
<b>Total</b>	<b>130</b>	<b>5</b>	<b>135</b>	<b>31060920</b>	<b>37</b>	<b>31060957</b>	<b>100</b>
Invalid Votes	0	0	0	0	0	0	
Abstain	0	0	0	0	0	0	

Based on the above, the Resolution has been passed with requisite majority

(b) Confirmation of Second Interim Dividend for FY 2024-25 of Rs. 7.50 per equity share of face value of Rs. 10/- each.

Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	123	5	128	31060869	37	31060906	99.9998
Dissent	7	0	7	51	0	51	0.0002
<b>Total</b>	<b>130</b>	<b>5</b>	<b>135</b>	<b>31060920</b>	<b>37</b>	<b>31060957</b>	<b>100</b>
Invalid Votes	0	0	0	0	0	0	
Abstain	0	0	0	0	0	0	

Based on the above, the Resolution has been passed with requisite majority



**Resolution-3: Ordinary Resolution**

Appointment of Mr. Paramjit Singh Soni (DIN:00011616), Executive Director, who retires by Rotation and being eligible, offers himself for re-appointment as a Director.

Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	118	5	123	31049754	37	31049791	99.9962
Dissent	11	0	11	1166	0	1166	0.0038
<b>Total</b>	<b>129</b>	<b>5</b>	<b>134</b>	<b>31050920</b>	<b>37</b>	<b>31050957</b>	<b>100</b>
Invalid Votes	0	0	0	0	0	0	
Abstain	1	0	0	10000	0	0	

Based on the above, the Resolution has been passed with requisite majority

**Resolution-4: Ordinary Resolution**

To ratify the remuneration payable to M/s Vijender Sharma & Co., Cost Auditors, for the Financial Year 2025-26.

Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	119	5	124	31059754	37	31059791	99.9962
Dissent	11	0	11	1166	0	1166	0.0038
<b>Total</b>	<b>130</b>	<b>5</b>	<b>135</b>	<b>31060920</b>	<b>37</b>	<b>31060957</b>	<b>100</b>
Invalid Votes	0	0	0	0	0	0	
Abstain	0	0	0	0	0	0	

Based on the above, the Resolution has been passed with requisite majority.





**Resolution-5: Ordinary Resolution**

Appointment of M/s Sanjay Grover & Associates, Company Secretaries, as Secretarial Auditors of the Company.

Particulars	Number of Members Casted Votes			Number of votes Casted			
	Remote E- Voting	Insta Poll	Total	Remote E- Voting	Insta Poll	Total	(%)
Assent	118	5	123	31039305	37	31039342	99.9964
Dissent	10	0	10	1126	0	1126	0.0036
<b>Total</b>	<b>128</b>	<b>5</b>	<b>133</b>	<b>31040431</b>	<b>37</b>	<b>31040468</b>	<b>100</b>
Invalid Votes	0	0	0	0	0	0	
Abstain	0	0	0	0	0	0	

Based on the above, the Resolution has been passed with requisite majority.

**Resolution-6: Special Resolution**

Re-appointment of Ms. Celine George (DIN: 02563846) as Non-Executive Independent Director of the Company.

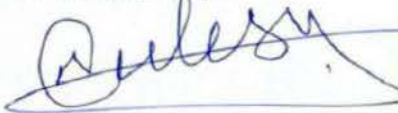
Particulars	Number of Members Casted Votes			Number of votes Casted			
	Remote E- Voting	Insta Poll	Total	Remote E- Voting	Insta Poll	Total	(%)
Assent	117	5	122	31039265	37	31039302	99.9962
Dissent	11	0	11	1166	0	1166	0.0038
<b>Total</b>	<b>128</b>	<b>5</b>	<b>133</b>	<b>31040431</b>	<b>37</b>	<b>31040468</b>	<b>100</b>
Invalid Votes	0	0	0	0	0	0	
Abstain	0	0	0	0	0	0	

Based on the above, the Resolution has been passed with requisite majority.



The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Mr. Jatin Mahajan, Company Secretary and Compliance Officer of the Company, for preserving safely as provided in the Act read with the relevant Rules.

Thanking You  
Yours faithfully

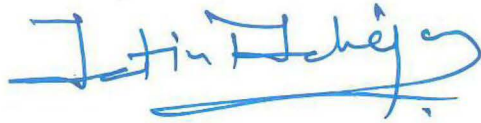


**Scrutinizer**  
**Name: Neelesh Kumar Jain**  
**Practicing Company Secretary**  
**FCS: 5593**  
**CP No.: 5233**  
**UDIN: F005593G001308928**

**Date: 23.09.2025**  
**Place: New Delhi**



**Countersigned by:**  
**For Uniparts India Limited**



**On Behalf of the Chairman Mr. Gurdeep Soni**  
**Jatin Mahajan**  
**Head Legal, Company Secretary and Compliance Officer**