

## **UNIPARTS INDIA LIMITED**

**Corporate Identity No. (CIN): L74899DL1994PLC061753**

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

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

**Tel:** +91 120 4581400; **E-mail:** [compliance.officer@unipartsgroup.com](mailto:compliance.officer@unipartsgroup.com); **Website:** [www.unipartsgroup.com](http://www.unipartsgroup.com)

### **Postal Ballot Notice**

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]**

Dear Member(s),

Notice is hereby given that the resolution set out below is proposed to be passed by the members of Uniparts India Limited (“**the Company**”), by means of postal ballot only by way of remote e-voting process (“**e-voting**”) being provided by the Company to all its members to cast their votes electronically, pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the “**Act**”), read together with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (the “**Management Rules**”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India (the “**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

<b>Sr. No.</b>	<b>Particulars</b>
1	To approve revision in managerial remuneration of Ms. Tanushree Bagrodia (DIN: 06965596), Whole Time Director of the Company. (Special Resolution)

An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof form part of this postal ballot notice (“**Notice**” or “**Postal Ballot Notice**”). In compliance with Regulation 44 of SEBI LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms.

Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / Registrar and Share Transfer Agent (i.e., MUFG Intime India Private Limited) / depository participant(s)/ depositories.

The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice. The Board has appointed Mr. Neelesh Kumar Jain, Company Secretary in Practice of M/s. NKJ & Associates (Membership No. F-5593,

CP No. 5233), Practicing Company Secretaries, as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically.

The Company has engaged the services of MUFG Intime India Private Limited (“MUFG InTime”) for providing e-voting facility to its members. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice. Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on Monday, January 26, 2026. The e-voting facility will be disabled by MUFG InTime immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than two working days from the conclusion of the e-voting. The results declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice. The last date of e-voting, i.e., Monday, January 26, 2026, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

### **Resolution:**

#### **Item no. 1 - To approve revision in managerial remuneration of Ms. Tanushree Bagrodia (DIN: 06965596), Whole Time Director of the Company.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in partial modification to the resolution passed by the members of the Company vide postal ballot on January 03, 2025, for remuneration payable to Ms. Tanushree Bagrodia (DIN: 06965596), Whole Time Director, and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to the enabling provisions of Articles of Association of the Company, in accordance with the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, subject to such other approvals and compliances as per the applicable provisions of the Act and other applicable Statutes, as may be necessary and subject to the Nomination and Remuneration Policy of the Company, the approval of the Members of the Company be and is hereby accorded for revision in the remuneration payable to Ms. Tanushree Bagrodia, Whole Time Director of the Company with effect from January 01, 2026 for the remaining period of her tenure ending on November 24, 2027, including the remuneration to be paid to her in the event of loss or inadequacy of profits in any financial year during the aforesaid period, and stated below, with the other terms and conditions of her appointment remaining the same, and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Ms. Tanushree Bagrodia within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary, as may be prescribed by the Central Government and agreed to between the Board of Directors and as may be acceptable to Ms. Tanushree Bagrodia.

**RESOLVED FURTHER THAT** the remuneration payable to Ms. Tanushree Bagrodia, Whole Time Director with effect from January 01, 2026, shall be as under:

I. Salary –

Fixed Cost	Rs. 2,84,00,000
Performance Linked Incentive (PLI)	Rs. 94,66,667
Gratuity	Rs. 4,08,960
Total Cost to the Company (CTC)	Rs. 3,82,75,627

Note: - The Salary heads are subject to applicable laws and may change accordingly. However, there will be no change in CTC.

- II. Entitlement of up-to 10% increase in remuneration [CTC as mentioned under (I) above] on yearly basis, subject to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company.
- III. The perquisites included in the remuneration under (I) above shall be evaluated as per the Income Tax Act, 1961, wherever applicable. In the absence of any such provision in the Income Tax Act, 1961, perquisites shall be evaluated at actual cost.
- IV. The Company's contribution to statutory funds, personal and medical insurance and leave encashment, as per the rules of the Company, shall be in addition to the remuneration under (I) above.
- V. Entitlement of stock options under the Employee Stock Option Scheme/Plan of the Company subject to recommendation and approval of the Nomination and Remuneration Committee of the Board of Directors of the Company. The number of stock options granted will vary based on annual actual performance achieved against defined annual goals and will be based on achievement of PLI. The perquisite value computed in terms of the Income Tax Act, 1961, upon exercise of stock options granted / to be granted to her under the existing or future Employee Stock Option Scheme of the Company, shall be in addition to the remuneration / perquisite under (I) above.
- VI. Reimbursement of Expenses: Expenses incurred for travelling, boarding and lodging during business trips and provision of car(s) for use on Company's business and communication expenses shall be reimbursed at actuals and not considered as perquisites.
- VII. Insurance coverage as per company policy is applicable for business travel.
- VIII. The Whole Time Director shall not be paid any sitting fees for attending any meetings of the Board/Committee(s)/General Meeting(s), etc.
- IX. The Office of Whole Time Director shall be liable to retire by rotation

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year or during the tenure of Whole-Time Director, Ms. Tanushree Bagrodia shall be entitled to receive remuneration including perquisites, etc. up-to the limit as approved by the members herein above, as minimum remuneration.

**RESOLVED FURTHER THAT** in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Ms. Tanushree Bagrodia be suitably amended to give effect to

such modification, relaxation or variation, subject to such approvals as may be required by law.

**RESOLVED FURTHER THAT** the total managerial remuneration paid and/or payable to the Executive Director(s) of the Company taken together in any financial year exceeded or may exceed the limit of 10% of net profit and overall managerial remuneration paid and/or payable to all Director(s) exceeded or may exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters, and take all such steps in their absolute discretion as may deem necessary, expedient, and desirable to give effect to this resolution.”

#### **Notes:**

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Management Rules, as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof, is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories/MUFG Intime India Private Limited, the Company's Registrars and Transfer Agents ('RTA') as on **Friday, December 19, 2025** ('Cut-Off Date') and whose email addresses are registered with the Company/RTA/ Depositories (in case of electronic shareholding) or who will register their email address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. It is, however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
4. The Company is pleased to provide remote e-voting facility to its Members to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note No. 14 of this Notice. A Member shall only avail this facility as per the instructions provided herein. The Member(s) requiring any assistance with regard to use of technology for e-voting may contact Mr. Rajiv Ranjan, Sr. AVP - e-voting, MUFG InTime, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact at Tel: 022 – 49186000.
5. **The remote e-voting shall commence on Sunday, December 28, 2025, at 9:00 a.m. (IST) and shall end on Monday, January 26, 2026, at 5:00 p.m. (IST).** During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by MUFG InTime for voting thereafter.
6. The Scrutinizer will submit his report to the Chairman, or any other person authorized by him, after

scrutiny of the votes cast, on the result of the Postal Ballot on or before Wednesday, January 28, 2026. The Scrutinizer's decision on the validity of votes cast will be final.

7. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website [www.unipartsgroup.com](http://www.unipartsgroup.com) and on the website of RTA at <https://instavote.linkintime.co.in/> and the result will also be displayed on the Notice Board at the registered office of the Company, immediately after the declaration of the results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') and be made available on their respective websites viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting, i.e., Monday, January 26, 2026.
8. A copy of this Postal Ballot Notice is also available on the website of the Company viz. [www.unipartsgroup.com](http://www.unipartsgroup.com), the relevant section of the website of BSE viz. [www.bseindia.com](http://www.bseindia.com) and NSE viz. [www.nseindia.com](http://www.nseindia.com), on which the Equity Shares of the Company are listed and on the website of RTA at <https://instavote.linkintime.co.in/>.
9. The vote in this Postal Ballot cannot be exercised through proxy.
10. All documents referred to in the accompanying Notice and the statement under Section 102 of the Act, shall be open for inspection at Company's registered office and corporate office during normal business hours on all working days until the last working day specified for casting votes through remote e-voting.
11. Process for Registration of email addresses:
  - a. 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](https://web.in.mpms.mufg.com/EmailReg/Email_Register.html) in their website [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com) at the Investor Services tab by choosing the E mail 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.
  - b. 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.
  - c. 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](https://web.in.mpms.mufg.com/EmailReg/Email_Register.html)

in their web site [www.in.mpms.mufg.com](http://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, DPID, 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 [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or call on Tel no.: +91 1149411000.

12. Those Members who have already registered their email addresses, are requested to keep their email addresses validated with their Depositories / RTA to enable servicing of notices/documents/Annual Reports and other communication electronically to their email address in future.
13. Once the vote on the Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
14. **The instructions for Members for remote e-voting are as under:**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

**I. Login method for Individual shareholders holding securities in demat mode is given below:**

**A. Individual Shareholders holding securities in demat mode with NSDL:**

**METHOD 1 - NSDL IDeAS facility**

Shareholders registered for 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.

Shareholders not registered for 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).

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



## **METHOD 2 - NSDL e-voting website**

- 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 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.

## **B. Individual Shareholders holding securities in demat mode with CDSL**

### **METHOD 1 - CDSL Easi/ Easiest facility:**

#### Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cDSLindia.com/myeasitoken/Home/Login> or [www.cDSLindia.com](http://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 evoting option will have links of e-voting service providers i.e., MUFG InTime. 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 not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cDSLindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cDSLindia.com/myeasitoken/Home/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 - CDSL e-voting page**

- 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 evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

**C. Individual Shareholders (holding securities in demat mode) login through their depository participants**

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 “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. Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode is given below:**

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**

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
  2. Password: Enter existing Password
  3. Enter Image Verification (CAPTCHA) Code
  4. Click “Submit”.
  5. (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	<div style="display: flex; justify-content: space-between;"> <div style="width: 45%;">NSDL</div> <div style="width: 45%;">User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).</div> </div>
	<div style="display: flex; justify-content: space-between;"> <div style="width: 45%;">CDSL</div> <div style="width: 45%;">User ID is 16 Digit Beneficiary ID.</div> </div>
	<div style="display: flex; justify-content: space-between;"> <div style="width: 45%;">Shares held in physical form</div> <div style="width: 45%;">User ID is Event No + Folio no. registered with the Company</div> </div>

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

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> registered with the Company

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.
  - o Shareholders holding shares in **NSDL form**, shall provide ‘point 4’ above
  - o Shareholders holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 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. Enter Image Verification (CAPTCHA) Code.
7. Click “Submit” (You have now registered on InstaVote).

Post successful registration, click on “**Login**” under ‘SHARE HOLDER’ tab & follow steps given above in points (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.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

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

**Guidelines for Institutional shareholders (“Custodian / Corporate Body/ 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](mailto: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’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
  - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
  - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: 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 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 the “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).

### **Helpdesk:**

#### **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 facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

#### **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.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### **Forgot Password:**

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.*

**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”.

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

Sd/-

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

Place: Noida, U.P.

Date: December 05, 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](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:**  
 L74899DL1994PLC061753

## **EXPLANATORY STATEMENT Pursuant to Sections 102(1) and 110 of the Companies Act, 2013**

The following statement sets out all the material facts relating to the businesses mentioned under Item No. 1 of the accompanying Notice.

### **Item 1**

Ms. Tanushree Bagrodia was appointed as Whole-Time Director of the Company at a CTC of Rs. 2,96,72,000/- (inclusive of Fixed + Performance Linked Incentive) with effect from 25-11-2024 for a period of 3 years by the Postal Ballot Resolution dated January 03, 2025, with an increase of 10% in remuneration on yearly basis. She is also entitled to contribution to statutory funds, gratuity, personal and medical insurance and leave encashment, as per the rules of the Company, and stock options under the Employee Stock Option Scheme of the Company, that the aggregate of the remuneration shall be within the maximum limits as laid down under Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act as amended from time to time.

Minimum Remuneration: In terms of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, where in any financial year, during the currency of the tenure of managerial personnel, the Company has no profits or its profits are inadequate, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said Section II, subject to the following:-

- (i) The payment of remuneration is approved by a resolution passed by the Board of Directors and by the Nomination and Remuneration Committee of Board of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon.
- (iii) A special resolution has been passed at a general meeting of the Company for payment of remuneration for a period not exceeding three years.

The Company has no inadequate profits in the previous year 2024-25 and is expecting sufficient profits in current financial year 2025-26. However, out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013. The Board of Directors and Nomination and Remuneration Committee at their meeting held on December 05, 2025, respectively, have already approved the revision in terms of remuneration payable to Ms. Tanushree Bagrodia, Whole Time Director of the Company as set out in the resolution at Item No. 1 of the Notice. The said remuneration and other terms and conditions as set out in the said Resolution may be treated as a written memorandum setting out the terms of revised remuneration of Ms. Tanushree Bagrodia under Section 190 of the Act.

It is hereby confirmed that the company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor. Further, the Company has never issued any non-convertible debentures.

Except for the aforesaid revision in remuneration, all other terms and conditions of his appointment as Whole Time Director of the Company as approved by the members of the Company shall remain unchanged.

Further, as per Section 197 of the Act read over with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, some Parameters have been specified which are to be taken into account by the Shareholders while according their approval as given below:-

- (1) the Financial and operating performance of the company during the three preceding financial years.
- (2) the relationship between remuneration and performance.
- (3) the principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company.
- (4) whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference.
- (5) the securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year.

As such your Directors have considered the above parameters in relation to extending the term and revision of remuneration of Ms. Tanushree Bagrodia as Whole Time Director. The said proposal has also been approved by the Nomination and Remuneration Committee of the Board. The required information as per the above said parameters is given below:-

**(1) The Financial and operating performance of the company during the three preceding financial years.**

**Standalone Financial Results:**

<b>Particulars</b>	<b>Amount in Crore except EPS</b>	<b>Amount in Crore except EPS</b>	<b>Amount in Crore except EPS</b>
	<b>2024-25</b>	<b>2023-24</b>	<b>2022-23</b>
Turnover	573.82	704.67	929.24
Profit (Loss) after Tax	82.93	141.41	149.53
Net-worth	573.97	556.43	498.65
Earning- Per Share (EPS)	18.37	31.91	33.81

**Consolidated Financial Results:**

<b>Particulars</b>	<b>Amount in Crore except EPS</b>	<b>Amount in Crore except EPS</b>	<b>Amount in Crore except EPS</b>
	<b>2024-25</b>	<b>2023-24</b>	<b>2022-23</b>
Turnover	963.70	1,139.54	1,366.02
Profit (Loss) after Tax	88.00	124.69	204.89
Net-worth	887.22	867.88	830.62
Earning- Per Share (EPS)	19.50	28.13	46.32

**(2) The relationship between remuneration and performance:-**

The proposed remuneration as set out in item no. 1 of the Notice is fully justified. Ms. Tanushree Bagrodia has been appointed as Whole Time Director and Group Chief Operating Officer the Company with effect from November 25, 2024. Over the last year, she has consistently exemplified incisive strategic vision, unwavering executional rigor, and a profound dedication to upholding organizational principles while advancing the interests of all stakeholders. The Board is confident that she is the right leader to guide Uniparts into its next phase of growth. Considering her performance, she has been elevated to the position of Group Chief Executive Officer of the Company with effect from December 05, 2025. Further, the proposed remuneration has been evaluated by the Board and Nomination and Remuneration Committee of the Board.

**(3) The principle of proportionality of remuneration within the Company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board**

**who receives remuneration and employees or executives of the Company**

The Principle of proportionality followed in the Company is that Whole Time Directors of the Company are paid monthly remuneration. Other than Whole Time Director no other director is drawing remuneration from the Company. Independent Directors on the Board are paid Sitting Fee for the Board/Committee Meetings. The sitting fee of the Independent Directors is decided by the Board based on the provisions of the Companies Act, 2013, the qualification, skill set and experience of the individual directors and recommendation of the Nomination and Remuneration Committee. Further, the employees of the Company are paid remuneration based upon their qualifications, experience, personal traits and their performance in the Company. Some categories of the staff are also paid performance linked incentives which is based upon their performance. The remuneration of the directors and senior management people of the company is approved by the Nomination and Remuneration Committee of the Board.

**(4) Whether remuneration policy for directors differs from remuneration policy for the employees and if so, an explanation for the difference.**

As per the Nomination and Remuneration Policy of the Company, remuneration payable to the Whole Time Directors is based upon performance and is subject to the provisions of the Companies Act, 2013, Listing Regulations and Articles of Association of the Company. The sitting fee payable to the independent directors is decided by the Board based on the provisions of the Companies Act, 2013, the qualification, skill set and experience of the individual directors and recommendation of the Nomination and Remuneration Committee. The remuneration payable to Employees is based upon their knowledge, qualification, experience and performance. The reason for this differentiation is that remuneration to the Directors is governed by the provisions of the Companies Act, 2013, Listing Regulations and Articles of Association of the Company and remuneration to the employees of the Company is based upon other factors as explained in the foregoing discussion and the same is also influenced by competitive factors.

**(5) The securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year.**

As on 31-03-2025, Ms. Tanushree Bagrodia does not hold any Equity Shares in the Company. Further she does not hold any Stock Options.

**INFORMATION IN TERMS OF SCHEDULE V TO THE COMPANIES ACT, 2013.**

**I. General Information**

**1. Nature of industry:**

The Company is an India based global manufacturer of engineered systems and solutions. It is a leading supplier of systems and components for the off-highway market and operates out of 9 locations in 3 countries with its products reaching over 25 countries worldwide.

**2. Date of commencement of commercial production:**

The Company carries on manufacturing business since its incorporation.

**3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**

Not Applicable

**4. Financial performance based on given indicators:**

Financial performance of the Company is already mentioned in forgoing paragraph.

**5. Foreign investments or collaboration, if any:**

The Company has not entered into any foreign collaboration, and no direct capita investment has been made in the company in the last three financial years. Foreign investors, mainly comprising NRIs, FIIs and /or Foreign Nationals are investors in the Company on accounts of past issuance of securities /secondary market purchase.

**II. Information about the Appointee**

**1. Background details:**

Ms. Tanushree Bagrodia holds a Bachelor's degree in Computer Engineering from Vivekananda Education Society's Institute of Technology, along with an MBA from INSEAD. She was appointed as a Whole Time Director of the Company with effect from November 25, 2024, who shall be liable to retire by rotation. She started her professional journey as an investment banker in London and Mumbai, where she collaborated with prestigious American, European, and Indian investment banks. In 2013, she transitioned into the industry, becoming one of the youngest female CFOs of a listed company in India.

**2. Past remuneration:**

25-11-2024 to 31-03-2025	Rs. 1,03,85,197
01-04-2025 to 31-12-2025	Rs. 1,97,81,328

**3. Recognition or awards:**

Over her two decades career, Ms. Tanushree Bagrodia has accumulated extensive experience across diverse geographies and sectors, spanning financial services, automotive, and startups. This varied background has endowed her with a unique depth of business acumen, competencies, and leadership skills, enabling her to effectively lead businesses at various stages of growth. She has previously worked with Laxmi Organic Industries Limited, Udaan Capital, NRB Bearings Limited, IDFC Capital, KBC Financial Products, Merrill Lynch Intl and HVB Corporates and Markets.

**4. Job Profile and suitability:**

Ms. Tanushree Bagrodia devotes her full time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company, subject to the superintendence, control and supervision of the Board. Ms. Bagrodia has over 2 decades of invaluable experience in the manufacturing industry which is compatible with the Organizational requirements and the Company would definitely benefit under her leadership and valuable guidance.

**5. Remuneration Proposed:**

Details of remuneration proposed for approval of the Shareholders has been provided in the resolution.

**6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

The remuneration proposed to be paid to Ms. Tanushree Bagrodia, Whole-Time Director, is purely based on merit. Further, the Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Ms. Bagrodia before recommending the remuneration as proposed hereinabove.

**7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

Apart from the remuneration and perquisites paid to Ms. Tanushree Bagrodia as Whole-time Directors as stated above, the Director does not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

### III. Other Information

#### 1. Reasons of loss or inadequate profits and steps taken or proposed to be taken for improvement:

The Company does not envisage any loss or inadequate profits. However, considering the tariffs imposed by the USA and the prevailing challenging business environment, the Company anticipates that its future profitability may be impacted. As a precautionary measure, the Company seeks the approval of its members in the event that standalone profits prove insufficient to cover the managerial remuneration mentioned above.

The Company remains committed to pursuing all necessary initiatives including expansion, diversification, and restructuring that serve the best interests of the organization.

#### 2. Expected increase in productivity and profits in measurable terms:

The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

### IV. Disclosures:

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives etc. have been made in the resolution forming part of this Postal Ballot Notice. The Board recommends the Resolution as set out at Item no. 1 of the Notice as Special Resolution, for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Ms. Tanushree Bagrodia, are in any way concerned or interested in the Resolution as set out at Item nos. 1 of the Notice.

The Board commends the Special Resolution set out at Item No. 1 of the accompanying Notice for the approval by the Members.

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

Sd/-  
**Jatin Mahajan**  
**Head Legal, Company Secretary and  
Compliance Officer**

Place: Noida, U.P.  
 Date: December 05, 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](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:**  
 L74899DL1994PLC061753