

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 29th Annual General Meeting ("AGM") of the members of Uniparts India Limited ("the Company") will be held on Friday, the 15th day of September, 2023 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, 2023 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, 2023 and the report of Auditors thereon.

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

- a) "RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2023 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, 2023 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 of Rs. 8.25 per equity share of face value of Rs. 10/- each and (b) Second Interim Dividend of Rs. 6 per equity share of face value of Rs. 10/- each.

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

- a. "RESOLVED THAT the First Interim Dividend of Rs. 8.25 per equity share i.e. 82.50% on face value of Rs. 10/- each fully paid up for the Financial Year 2022-23 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. 6 per equity share i.e. 60% on face value of Rs. 10/- each fully paid up for the Financial Year 2022-23 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), who retires by rotation as a Director.

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Paramjit Singh Soni (DIN: 00011616), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

Special Business:

4. To approve the remuneration payable to M/s Vijender Sharma & Co. for the Financial Year 2023-24.

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 all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and as per the recommendation of the Audit Committee, M/s. Vijender Sharma & Co., member of the Institute of Cost Accountants of India (FRN-000180), appointed as Cost Auditors of the Company by the Board of Directors of the Company, to audit the cost records of the Company for the financial year 2023-24, be paid the remuneration as set out in the statement annexed to the notice convening this meeting."

5. To approve payment of remuneration to Non-Executive Independent Directors by way of Commission.

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 Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and



the Board of Directors, the consent of the members of the Company be and is hereby accorded to pay remuneration by way of commission or otherwise to the Non-Executive Independent Directors of the Company for the financial year 2023-24 and thereafter, at an amount not exceeding 0.25% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013 and the said remuneration is in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time;

RESOLVED FURTHER THAT the total overall managerial remuneration payable to all the directors of the Company in any financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Act;

RESOLVED FURTHER THAT the Board of Directors, Key Managerial Personnel and any other person authorized by the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

6. To consider and determine the fees for delivery of any document through a particular mode of delivery to the member(s) of the Company.

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

"RESOLVED THAT pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the Company by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed, the consent of the members of the Company be and is hereby accorded to charge from the member, the requisite charges in advance pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite charges has been duly received by the Company at least ten days in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the shareholder, the charges payable for such delivery, as prescribed below for each mode of dispatch:

S. No.	Mode of dispatch	Minimum rate per document at the minimum slab of the weight of the document in each category (in Rs.)	
		Within India	International
1.	Ordinary post	15	1.2 times of the actual charges in each case
2.	Registered post	100	
3.	Speed post	100	
4.	Courier	100	
5.	Electronic mail (email)	20	20

Note- printing charges of providing the documents shall be charged as per provisions of the Companies Act, 2013

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, directors or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

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

Sd/-
Jatin Mahajan
Company Secretary and Compliance Officer

Place: Noida, Uttar Pradesh
Date: May 25, 2023

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. The Ministry of Corporate Affairs ("MCA") has, vide its circular dated December 28, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021 and December 14, 2021 and May 05, 2022 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC. The deemed venue for the AGM shall be the Registered Office of the Company.
2. **Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself /herself and the proxy need not be a member of the Company. Since this AGM will be held through VC/OAVM pursuant to the MCA circulars, physical attendance of members has been dispensed with. Accordingly, the facility for 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.**
3. 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.
4. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. In compliance with the general circular number 20/2020 dated May 5, 2020 issued by the MCA, the Board of Directors of the Company considered that the special business under Item Nos. 4 to 6, being unavoidable, shall be transacted at this AGM of the Company.
5. In terms of the provisions of Section 152 of the Act, Mr. Paramjit Singh Soni (DIN: 00011616), 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, Director of the Company, 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 reappointment 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.

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, Link Intime India Private Limited ("Link Intime / RTA") at enotices@linkintime.co.in and the Company at compliance.officer@unipartsgroup.com.
7. **DISPATCH OF NOTICE AND ANNUAL REPORT THROUGH ELECTRONIC MODE:**
 - a) In compliance with the MCA Circulars and Securities and Exchange Board of India ("SEBI") Circular dated January 05, 2023, Notice of the AGM along with the Annual Report 2022-23 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 2022-23 will also be available on the Company's website www.unipartsgroup.com, 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 <https://instavote.linkintime.co.in>.
 - b) Any person who acquire shares of the Company and becomes Member of the Company after the dispatch of Notice and holding shares as on the cut-off date, i.e. Friday, 8th September, 2023 ("Cut-off date"), may obtain the login ID and password by sending a request at shamwant.kushwah@linkintime.co.in. However, if he/ she is already registered with Link Intime for remote e-voting, then he/ she can use his/ her existing user ID and password for casting the vote.
 - 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 Link Intime, by clicking the link: https://web.linkintime.co.in/EmailReg/Email_Register.html in their web site www.linkintime.co.in 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.

- (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 Link Intime by clicking the link: https://web.linkintime.co.in/EmailReg/Email_Register.html in their web site www.linkintime.co.in 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 rnt.helpdesk@linkintime.co.in, under Help section or call on Tel no.: 022-49186000;

8. 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 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 Friday, 8th September, 2023 by sending e-mail on compliance.officer@unipartsgroup.com. The same will be replied by the Company suitably.

9. 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, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), Regulation 44 of the SEBI Listing Regulations, circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020 and the MCA 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 Link Intime India Private Limited, the 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 hereinbelow.

10. 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: Tuesday, 12th September, 2023 at 09:00 A.M. (IST)
- Conclusion of e-voting: Thursday, 14th September, 2023 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. Friday, 8th September, 2023 and 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) As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various e-Voting service provider portals directly from their demat accounts.

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

- i. Existing IDEAS user can visit the e-Services website of NSDL viz. <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
- ii. If you are not registered for IDEAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDEAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

- iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
- iv. 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

- i. Users who have opted for CDSL Easi / Easiest facility, can login through their existing User ID and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- ii. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- iii. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on



login & New System Myeasi Tab and then click on registration option.

- iv. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

D. Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

- i. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
- ii. Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -

a) 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.

- b) **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.

c) DOB/DOI:

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

d) 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 'C' and 'D', shall provide their Folio number in 'D' above*

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

- 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).
- Click "confirm" (Your password is now generated).

- iii. Click on 'Login' under **'SHARE HOLDER'** tab.
- iv. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'**.
- v. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
- vi. E-voting page will appear.
- vii. 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).
- viii. After selecting the desired option i.e. Favour / Against, click on **'Submit'**. 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.

E. Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

F. Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

(User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company)

- In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- 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.

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- 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".

Helpdesk

a) 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 a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

b) for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

11. 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.
12. 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.



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

- a) Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> and click "Login"
- b) Select the "Company" and 'Event Date' and register with your following details: -
 - (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, if applicable.
 - (iii) **Mobile No.:** Enter your mobile number.
 - (iv) **Email ID:** Enter your email id, as recorded with your DP/Company.
- c) Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

14. 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.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Notes:

- Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.
- 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.
- In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company/ DP's will be entitled to vote during the AGM.
- 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@linkintime.co.in or contact on: - Tel: 022-49186175.

15. 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 during Friday, September 8, 2023 to Tuesday, September 12, 2023, 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 basis depending upon the provision made by the client.

16. 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. Friday, September 15, 2023, subject to receipt of the requisite number of votes in favour of the resolutions.

17. 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.

18. The Members who have either not received or have not encashed their dividend warrant(s) pertaining to financial year 2022-23 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.

19. SEBI has vide circular dated November 3, 2021, December 14, 2021 and March 16, 2023 mandated furnishing of PAN, KYC and Nomination by Members holding shares in physical form. In view of the same, it may be noted that any service request can be processed only after the folio is PAN, KYC and Nomination compliant. The concerned shareholders are requested to furnish the requisite documents/information at the earliest. Non-availability of the same on or after October 1, 2023 will result in freezing of the folios of such shareholders pursuant to the aforesaid SEBI circular. These frozen folios will be referred by the RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/ or Prevention of Money Laundering Act, 2002, after December 31, 2025.

Further, SEBI has vide its circulars dated January 24, 2022 and January 25, 2022 mandated listed companies to issue securities in demat form only 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.

Members may note that, as mandated by SEBI, effective April 1, 2019, the Company cannot process any request for transfer of securities in physical mode,



except transmission or transposition of securities. Only securities held in dematerialized form can be transferred. Hence, Members are requested to dematerialize their shares if held in physical form.

20. 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.
21. Pursuant to the provisions of Section 72 of the Act read with the rules made thereunder, Members holding shares in a single name may avail the facility of nomination in respect of the shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 to the RTA. Further, in terms of SEBI circular dated March 27, 2023, all existing shareholders holding shares in trading and demat accounts shall provide their choice

of nomination on or before September 30, 2023, failing which such trading accounts shall be frozen for trading and demat accounts shall be frozen for debits. Accordingly, Members are urged to update their nomination details for their respective accounts before the aforementioned date by contacting their respective DP's.

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

Sd/-
Jatin Mahajan
Company Secretary and Compliance Officer

Place: Noida, Uttar Pradesh
Date: May 25, 2023

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 the Directors of the Company as per 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, 2024 on remuneration of Rs. 4,00,000/- (Rupees Four Lacs 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, 2024. The proposal as mentioned in Item No. 4 is in the interest of the Company and the Board recommends the resolution for approval by members. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 5

Section 198 of the Companies Act, 2013 ('the Act') permits the Company to pay remuneration in the form of commission or otherwise to Non-Executive Directors, both in the Independent and Non-Independent category, not exceeding 1% of the net profits of the Company, subject to approval of the members by means of a Resolution.

The Company's Non-Executive Independent Directors are leading professionals with high level of expertise and rich experience in functional areas such as business strategy, financial governance, corporate governance, research & innovation amongst others. The Company's Non-Executive Independent Directors have been shaping and steering the long term strategy and make invaluable contributions towards Uniparts group level strategy, monitoring of risk management and compliances.

The members of Nomination and Remuneration Committee and Board of Directors at their respective meetings held on May 25, 2023, recommended the proposal for the remuneration payable to Non-Executive Independent Directors of the Company, by way of commission or otherwise, not exceeding 0.25% of the net profits of the Company calculated in accordance with the provisions of the Act, effective from the financial year 2023-24. The payment of such remuneration shall be in addition to the sitting fees and reimbursement of expenses for attending Board/Committee meetings.

This remuneration will be distributed amongst all or some of the Non-Executive Independent Directors in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Act.

Accordingly, the Board recommends the resolution set forth in Item No. 5 relating to payment of remuneration to Non-Executive Independent Directors, at an amount not exceeding 0.25% of the net profit of the Company, by way of Ordinary Resolution. Except Executive Directors, Non-Executive Director and Key Managerial Personnel of the Company and their relatives, all Non-Executive Independent Directors along with their relatives, are deemed to be concerned or interested, financially or otherwise, in this resolution to the extent of remuneration or fees that may be received by them.

Item No. 6

Pursuant to the provisions of Sections 20 of the Companies Act, 2013 and other applicable sections of the said act, if any, and rules made thereunder, a document may be served on any member by sending him by post or by registered post or by speed post or by courier or by delivering to their office or address, or by such electronic or other mode as may be prescribed. Further, a member may request for delivery of any document through a particular mode, for which, shall pay such fees in advance as may be determined by the company in its annual general meeting.

Accordingly, the Board of Directors recommends the resolution set forth in Item no. 6 for your approval by an Ordinary resolution. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

**Annexure to the Notice dated May 25, 2023****Details of Director retiring by rotation/seeking re-appointment at the Meeting**

Mr. Paramjit Singh Soni	
Age	62 years
Nationality	USA
Date of first appointment on the Board	26/09/1994
Qualifications	Bachelor's degree in commerce from the University of Delhi
Experience (including expertise in specific functional area) / Brief Resume	<p>Mr. Paramjit Singh Soni serves as an Executive Director and Vice Chairman of the Company and has been a part of the organization since its inception. He was appointed as a Director on September 26, 1994. He holds a Bachelor's degree in Commerce from the University of Delhi. In 41 years of work experience, he has held various roles within the Uniparts Group and is based in the USA.</p> <p>Mr. Soni plays a pivotal role in the Uniparts Group's OEM business, taking charge of its operations. He contributes to the formulation of corporate strategies and planning. His expertise lies in business growth and diversification. Mr. Soni's contributions have been instrumental in shaping the Company's direction and success.</p>
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Paramjit Singh Soni, is liable to retire by rotation.
Remuneration last drawn (FY 2022-23)	NIL
Remuneration proposed to be paid	NIL
Shareholding in the Company as on March 31, 2023	2,00,000 Equity Shares
Relationship with other Directors / Key Managerial Personnel	Brother of Mr. Gurdeep Soni, Chairman and Managing Director
Number of meetings of the Board attended during the financial year (2022-23)	6
Directorship of other Boards as on March 31, 2023	<p>Listed: Nil</p> <p>Unlisted:</p> <ul style="list-style-type: none"> * Gripwel Fasteners Private Limited * SKG Engineering Private Limited * Amazing Estates Private Limited <p>Overseas:</p> <ul style="list-style-type: none"> • Uniparts USA Limited • Uniparts Olsen Inc.
Membership/Chairmanship of Committees of other Boards as on March 31, 2023	<p>• Listed: Nil</p> <p>Unlisted:</p> <p>Gripwel Fasteners Private Limited</p> <ul style="list-style-type: none"> - Nomination & Remuneration Committee (Member) - Corporate Social Responsibility Committee (Member)
Listed Entities from which resigned as Director in past 3 years	NIL