# UNIPARTS INDIA LTD.

January 10, 2024

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001	National Stock Exchange of India Limited Exchange Plaza, C-1, Block G Bandra Kurla Complex Bandra (E), Mumbai – 400 051
Scrip Code: 543689	Symbol: UNIPARTS

## Sub: Voting results of the Postal Ballot under Regulation 44 (3) of SEBI (LODR) Regulations, 2015 along with Scrutinizer's Report

Dear Sir / Madam,

With reference to the captioned subject and in continuation of our letter dated December 8, 2023 in respect of submission of the Postal Ballot Notice dated November 09, 2023, we would like to inform you that the business items/ resolutions as set out in the Postal Ballot Notice have been considered and passed by the Shareholders with requisite majority. Please find attached voting results under Regulation 44 (3) of SEBI (LODR) Regulations, 2015 along with Scrutinizer's Report.

You are requested to take the above information and enclosed documents on your record.

Thanking You, Yours faithfully, For Uniparts India Limited

Jatin Mahajan Head Legal, Company Secretary and Compliance Officer

Encl.: as above



UNIPARTS INDIA LIMITED	UNIPARTS INDIA LIMITED						
Voting results							
Record date	01-12-2023						
Total number of shareholders on record date	86,926						
No. of shareholders present in the meeting either in person or	through proxy						
a) Promoters and Promoter group	N.A.						
b) Public	N.A.						
No. of shareholders attended the meeting through video confe	erencing						
a) Promoters and Promoter group	N.A.						
b) Public	N.A.						
No. of resolution passed in the meeting	7						

#### **ITEM-WISE DISCLOSURE**

Resolution Required :Special       1 - To :         Whether promoter/ promoter group are interested in the agenda/resolution?       No				- To appoint Ms. Celine George (DIN: 02563846) as an Independent Director of the Company.						
Catagoriu	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes – Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100		
Category	E-Voting	[1]	29634630	100.0000	29634630	0	100.0000	0.0000		
	Poll	_	0	0.0000	25054050	0	0.0000	0.0000		
Promoter and Promoter Group	Postal Ballot Total	29634630	0 29634630	0.0000	0 29634630	0 0 0	0.0000	0.0000		
	E-Voting		3147996	54.1110	3147996	0	100.0000	0.0000		
	Poll	-	0	0.0000	0	0	0.0000	0.0000		
Public Institutions	Postal Ballot <b>Total</b>	5817667	0 <b>3147996</b>	0.0000 <b>54.1110</b>	0 <b>3147996</b>	0	0.0000 <b>100.0000</b>	0.0000 <b>0.0000</b>		
	E-Voting		177480	1.8332	177380	100	99.9437	0.0563		
	Poll	1	0	0.0000	0	0	0.0000	0.0000		
Public Non Institutions	Postal Ballot <b>Total</b>	9681461	0 <b>177480</b>	0.0000	0 <b>177380</b>	0 <b>100</b>	0.0000 <b>99.9437</b>	0.0000 <b>0.0563</b>		
Total		45133758	32960106	73.0276	32960006	100	99.9997	0.0003		
Whether resolution	is passed or n	ot	1	Yes						

Resolution Required :Special Whether promoter/ promoter group are interested in the agenda/resolution?		2 - To re-appoint Mr. Gurdeep Soni as Managing Director of the Company.							
		No	Νο						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes – Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100	
Category	E-Voting	[+]	20639540	69.6467	20639540	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
Promoter and Promoter Group	Postal Ballot Total	29634630	0 20639540	0.0000	0 20639540	0	0.0000	0.0000	
	E-Voting		3147996	54.1110	2472281	675715	78.5351	21.4649	
Public Institutions	Poll Postal	5817667	0	0.0000	0	0	0.0000	0.0000	
Tublic institutions	Ballot	501/00/	0	0.0000	0	0	0.0000	0.0000	
	Total	-	3147996	54.1110	2472281	675715	78.5351	21.4649	
	E-Voting		177480	1.8332	176315	1165	99.3436	0.6564	
Dublic Mar	Poll		0	0.0000	0	0	0.0000	0.0000	
Public Non Institutions	Postal Ballot	9681461	0	0.0000	0	0	0.0000	0.0000	
Total	Total	45133758	177480 23965016	1.8332 53.0978	176315 23288136	1165 676880	99.3436 97.1755	0.6564	

Resolution Required :S	Resolution Required :Special		3 - To approve 'Uniparts India Limited – Employee Stock Option Scheme 2023'.						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes – Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100	
	E-Voting	29634630	29634630	100.0000	29634630	0	100.0000	0.0000	
Promoter and	Poll		0	0.0000	0	0	0.0000	0.0000	
Promoter Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		29634630	100.0000	29634630	0	100.0000	0.0000	
	E-Voting		3147996	54.1110	1680067	1467929	53.3694	46.6306	
Public Institutions	Poll	5817667	0	0.0000	0	0	0.0000	0.0000	
r ubile mattations	Postal Ballot	5817007	0	0.0000	0	0	0.0000	0.0000	
	Total		3147996	54.1110	1680067	1467929	53.3694	46.6306	
	E-Voting		177480	1.8332	175829	1651	99.0698	0.9302	
Public Non	Poll	9681461	0	0.0000	0	0	0.0000	0.0000	
Institutions	Postal Ballot	5001401	0	0.0000	0	0	0.0000	0.0000	
	Total		177480	1.8332	175829	1651	99.0698	0.9302	
Total		45133758	32960106	73.0276	31490526	1469580	95.5413	4.4587	

Whether resolution is passed or not Yes

Resolution Required :Special			4 - To approve grant of employee stock options to the eligible employees of subsidiary company(ies) of the Company under 'Uniparts India Limited – Employee Stock Option Scheme 2023'.							
	Whether promoter/ promoter group are interested in the agenda/resolution?				ſ	1				
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes – Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100		
0 /	E-Voting	29634630	29634630	100.0000	29634630	0	100.0000	0.0000		
Promoter and	Poll		0	0.0000	0	0	0.0000	0.0000		
Promoter Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000		
	Total		29634630	100.0000	29634630	0	100.0000	0.0000		
	E-Voting		3147996	54.1110	1680067	1467929	53.3694	46.6306		
Public Institutions	Poll	5817667	0	0.0000	0	0	0.0000	0.0000		
rubic institutions	Postal Ballot	5817007	0	0.0000	0	0	0.0000	0.0000		
	Total		3147996	54.1110	1680067	1467929	53.3694	46.6306		
	E-Voting		177480	1.8332	175829	1651	99.0698	0.9302		
Public Non	Poll	9681461	0	0.0000	0	0	0.0000	0.0000		
Institutions	Postal Ballot	5001401	0	0.0000	0	0	0.0000	0.0000		
	Total		177480	1.8332	175829	1651	99.0698	0.9302		
Total		45133758	32960106	73.0276	31490526	1469580	95.5413	4.4587		

Whether resolution is passed or not Yes

Resolution Required	:Special		5 - To approve of grant of employee stock option equal or more than 1% of Issued Capital to the identified employees.								
Whether promoter/ interested in the age			No	No							
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes – Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100			
	E-Voting		29634630	100.0000	29634630	0	100.0000	0.0000			
Promoter and	Poll		0	0.0000	0	0	0.0000	0.0000			
Promoter Group	Postal Ballot	29634630	0 <b>29634630</b>	0.0000	0 <b>29634630</b>	0	0.0000	0.0000			
	Total		3147996	100.0000	1663539		100.0000	0.0000			
	E-Voting Poll	_	0	54.1110 0.0000	0	1484457 0	52.8444	47.1556			
Public Institutions	Postal Ballot	5817667	0	0.0000	0	0	0.0000	0.0000			
	Total	1	3147996	54.1110	1663539	1484457	52.8444	47.1556			
	E-Voting		177480	1.8332	174140	3340	98.1181	1.8819			
Public Non	Poll		0	0.0000	0	0	0.0000	0.0000			
Institutions	Postal Ballot <b>Total</b>	9681461	0 <b>177480</b>	0.0000	0 <b>174140</b>	0 <b>3340</b>	0.0000 <b>98.1181</b>	0.0000			
Total		45133758	32960106	73.0276	31472309	1487797	95.4861	4.5139			

Whether resolution is passed or not

Yes

Resolution Required	Resolution Required :Special		6 - To approve ratification and amendment of the 'Uniparts Employee Stock Option Plan 2007'.								
	Whether promoter/ promoter group are interested in the agenda/resolution?			No							
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes – Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100			
	E-Voting		29634630	100.0000	29634630	0	100.0000	0.0000			
Promoter and	Poll	]	0	0.0000	0	0	0.0000	0.0000			
Promoter Group	Postal Ballot <b>Total</b>	29634630	0 <b>29634630</b>	0.0000	0 <b>29634630</b>	0	0.0000	0.0000			
	E-Voting		3147996	54.1110	1663539	1484457	52.8444	47.1556			
	Poll	-	0	0.0000	0	0	0.0000	0.0000			
Public Institutions	Postal Ballot	5817667	0	0.0000	0	0	0.0000	0.0000			
	Total		3147996	54.1110	1663539	1484457	52.8444	47.1556			
	E-Voting		177480	1.8332	175829	1651	99.0698	0.9302			
Public Non	Poll		0	0.0000	0	0	0.0000	0.0000			
Institutions	Postal Ballot <b>Total</b>	9681461	0 <b>177480</b>	0.0000	0 <b>175829</b>	0 1651	0.0000 <b>99.0698</b>	0.0000 <b>0.9302</b>			
Total		45133758	32960106	73.0276	31473998	1486108	95.4912	4.5088			

Whether resolution is passed or not

Yes

Resolution Required	:Special		7 - To approve ratification of grant of employee stock options to the employees of Subsidiary Company(ies) of the Company under 'Uniparts Employee Stock Option Plan 2007'.								
Whether promoter/ interested in the age			No	No							
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes – Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100			
	E-Voting		29634630	100.0000	29634630	0	100.0000	0.0000			
Promoter and	Poll		0	0.0000	0	0	0.0000	0.0000			
Promoter Group	Postal Ballot	29634630	0	0.0000	0	0	0.0000	0.0000			
	Total		29634630	100.0000	29634630	0	100.0000	0.0000			
	E-Voting	-	3147996	54.1110	1663539	1484457	52.8444	47.1556			
Public Institutions	Poll Postal Ballot	5817667	0	0.0000	0	0	0.0000	0.0000			
	Total		3147996	54.1110	1663539	1484457	52.8444	47.1556			
	E-Voting		177480	1.8332	175829	1651	99.0698	0.9302			
Dublic Non	Poll	]	0	0.0000	0	0	0.0000	0.0000			
Public Non Institutions	Postal Ballot <b>Total</b>	9681461	0 <b>177480</b>	0.0000	0 <b>175829</b>	0 <b>1651</b>	0.0000 <b>99.0698</b>	0.0000 <b>0.9302</b>			
Total		45133758	32960106	73.0276	31473998	1486108	95.4912	4.5088			

Whether resolution is passed or not

Yes

### NKJ & Associates

COMPANY SECRETARIES Office: 312 & 313, The Address, Plot No. 4B, District Centre, Mayur Vihar Phase-1 Extension, Delhi-110091 (T): 011-43036786, (M): +91-9312284670, 9810554670 E-mail: nkj@nkj.co.in, Website: www.nkj.co.in

#### SCRUTINIZER'S REPORT [Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman, Uniparts India Limited Gripwel House, Block-5 C, Sector 6 7, Vasant Kunj, New Delhi-110070 India

#### <u>Scrutinizer's Report on Postal Ballot voting by way of remote e-voting by electronic means in</u> respect of passing of the special resolutions set-out in the Notice dated 08th November, 2023 through Postal Ballot

Dear Sir,

I, Neelesh Kumar Jain, Company Secretary in Practice (FCS: 5593/ CP No. 5233), have been appointed as Scrutinizer by the Board of Directors of Uniparts India Limited ("the Company") for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-voting process ("e-voting") in a fair and transparent manner on the resolutions contained in the postal ballot notice dated 9<sup>th</sup> November 2023 ("Notice") issued in accordance with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs ("MCA"), Government of India (hereinafter referred to as "MCA Circulars").

 In compliance with the MCA Circulars, the Notice was sent through electronic mode to equity shareholders whose email address is registered with the Company/ Registrar & Transfer Agent of the Company, Link Intime India Private Limited (LINKINTIME)/ National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") /Depository Participants as on Friday, 1<sup>st</sup> December, 2023 ("Cut-Off Date").

The said Notice was also placed on the website of the Company at: <u>www.unipartsgroup.com</u> and on the website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at <u>www.bseindia.com</u> and <u>www.nseindia.com</u>, respectively; and on the website of LINKINTIME (the Registrar and Transfer Agent of the Company, being the agency appointed by the Company to provide to its equity shareholders facility to exercise their right to vote on the special resolutions contained in the Notice) at https://instavote.linkintime.co.in.

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In compliance with the relevant MCA Circulars, a Newspaper Advertisement was published on 9<sup>th</sup> December 2023 in Business Standard (English & Hindi) specifying the details of dispatch of notices and instructions for e-voting.

2. The said appointment as Scrutinizer is under the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize the process of e-voting conducted for the postal ballot, using an electronic voting system on the dates referred to in the Notice.

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

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

#### Scrutinizer's Responsibility

4. My responsibility as a Scrutinizer for e-voting process is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" by the equity shareholders in respect of the special resolutions contained in the Notice, based on the reports generated from the e-voting system provided by LINKINTIME, the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers/ documents furnished to me electronically by the Company and/or LINKINTIME for my verification.

#### Cut-Off date

5. The equity shareholders of the Company as on the Cut-Off Date, as set out in the Notice, i.e., Friday, 1<sup>st</sup> December 2023 were entitled to vote on the special resolutions (item nos. 1 to 7 as set out in the Notice) and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date, subject to the provisions of Articles of Association of the Company.

#### 6. **Remote e-voting process**

- i. The remote e-voting period remained open from Monday, 11<sup>th</sup> December, 2023 (9:00 a.m. IST) to Tuesday, 9<sup>th</sup> January 2024 (5:00 p.m. IST).
- The votes cast during the remote e-voting period were unblocked on Tuesday, 9<sup>th</sup> January 2024 after the conclusion of e-voting period for Postal ballot and was witnessed by two witnesses, Mr. Mohnish Luthra and Ms. Pratibha Gusain, who are not in the employment



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of the Company and / or LINKINTIME. They have signed below in confirmation of the same.

Mohnish Luthra

Pratibha Gusain

- iii. Thereafter, the details containing, *inter alia*, the list of equity shareholders who voted "in favour" or "against" on each of the special resolutions, were generated from the remote e-voting website of LINKINTIME i.e., <u>https:// instavote.linkintime.co.in</u>. Based on the report generated by LINKINTIME and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.
- 7. I submit herewith the Scrutinizer's Report on the results of the remote e-voting for postal ballot, based on the reports generated by LINKINTIME, scrutinized on test check basis and relied upon by me as under:-

	Votes in favou	r of the resolution	Votes against th	ne resolution	
Item No. of the Notice (i)	Number of Valid Votes (ii)	As a % of total number of valid votes (in Favour and Against) (iii=ii/ (ii+iv)* 100)	Number of Valid Votes (iv)	As a % of total number of valid votes (in Favour and Against) (v =iv/(ii+iv)* 100)	Invalid votes (due to lack of proper authorization) Nos. (vi)
Item No. 1- To appoint Ms. Celine George (DIN: 02563846) as an Independent Director of the Company (As a Special Resolution)	3,29,60,006	99.9997	100	0.0003	0
Item No. 2- To re-appoint Mr. Gurdeep Soni as Managing Director of the Company (As a Special Resolution)	2,32,88,136	97.1755	6,76,880	2.8245	0



	Votes in favou	r of the resolution	Votes against t	he resolution	
Item No. of the Notice (i)	Number of Valid Votes (ii)	As a % of total number of valid votes (in Favour and Against) (iii=ii/ (ii+iv)* 100)	Number of Valid Votes (iv)	As a % of total number of valid votes (in Favour and Against) (v =iv/ (ii+iv)* 100)	Invalid votes (due to lack of proper authorization) Nos. (vi)
Item No. 3– To approve 'Uniparts India Limited – Employee Stock Option Scheme 2023' (As a Special Resolution)	3,14,90,526	95.5413	14,69,580	4.4587	0
Item No. 4– To approve grant of employee stock options to the eligible employees of subsidiary company(ies) of the Company under 'Uniparts India Limited – Employee Stock Option Scheme 2023' (As a Special Resolution)	3,14,90,526	95.5413	14,69,580	4.4587	0
Item No. 5– To approve grant of employee stock option equal or more than 1% of Issued Capital to the identified employees (As a Special Resolution)	3,14,72,309	95.4861	14,87,797	4.5139	0
Item No. 6– To approve ratification and amendment of the 'Uniparts Employee Stock Option Plan 2007' (As a Special Resolution)	3,14,73,998	95.4912	14,86,108	4.5088	0
Item No. 7– To approve ratification of grant of employee stock options to the employees of Subsidiary Company(ies) of the Company under 'Uniparts Employee Stock Option Plan 2007' (As a Special Resolution)	3,14,73,998	95.4912	14,86,108	4.5088	0



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Based on the aforesaid results, I report that all the special resolutions as set out in items nos. 1 to 7 of the Notice have been **passed with requisite majority**.

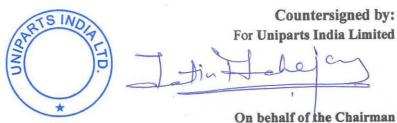
8. The electronic data and all other relevant records relating to remote e-voting will be handed over to Mr. Jatin Mahajan, Company Secretary and Compliance Officer of the Company for safe keeping as provided in the Act read with the relevant Rules.

Thanking you,

Yours faithfully,

C.P. No. 5233 NEW DELHI SECR

Scrutinizer Name: Neelesh Kumar Jain Practicing Company Secretary FCS: 5593 CP No.: 5233 Place: New Delhi Date: 10/01/2024 UDIN: F005593E003177511



On behalf of the Chairman Jatin Mahajan Company Secretary and Compliance Officer