

December 04, 2024

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001 Scrip Code: 543689	National Stock Exchange of India Limited Exchange Plaza, C-1, Block G Bandra Kurla Complex Bandra (E), Mumbai – 400 051 Symbol: UNIPARTS
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Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice (“Notice”) of the Company dated November 25, 2024 for seeking approval of the Members of the Company on the resolutions forming part of the Notice by way of remote e-voting process.

In compliance with the provisions of the 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 Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, the Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent / Depository Participants / Depositories as on Friday, November 29, 2024 (“Cut-off date”).

The Company has engaged the services of Link Intime India Private Limited (‘LLIPL’), Company’s Registrar and Share Transfer Agent, to provide remote e-Voting facility to its Members. The remote e-Voting period will commence on Thursday, December 05, 2024, at 9.00 AM. (1ST) and shall end on Friday, January 03, 2025, at 5.00 P.M. (1ST). The e-Voting module shall be disabled by LLIPL thereafter. Please note that communication of assent or dissent of the Members would only take place through the remote e-Voting system. The instructions for remote e-Voting form part of the ‘Notes’ section to the Postal Ballot Notice.

The Postal Ballot Notice is also available on the Company's website at www.unipartsgroup.com.

This is for your information and records.

Thanking You,
Yours faithfully,

For Uniparts India Limited

Jatin Mahajan
Head Legal, Company Secretary and Compliance Officer

Encl.: As above



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: 1st Floor, B 208, A1 & A2, Phase-II, Noida-201305, (U.P.), India

Tel: +91 120 4581400; **E-mail:** compliance.officer@unipartsgroup.com; **Website:** 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 resolutions 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).

Sr. No.	Particulars
1	To approve appointment of Ms. Tanushree Bagrodia (DIN: 06965596) as a Whole Time Director of the Company. (Ordinary Resolution)
2	To give loans, inter corporate deposits, give guarantees in connection with loans made by any person or body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act 2013. (Special Resolution)

An Explanatory Statement pertaining to the said resolutions 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 resolutions 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., Link 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 Link Intime India Private Limited ("Link 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 Friday, January 03, 2025. The e-voting facility will be disabled by Link 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 result 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., Friday, January 03, 2025, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

Resolutions:

Item no. 1 - To approve appointment of Ms. Tanushree Bagrodia (DIN: 06965596) as a Whole Time Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the enabling provisions of Articles of Association of the Company, Ms. Tanushree Bagrodia (DIN: 06965596) who was appointed as an Additional Director by the Board of Directors with effect from November 25, 2024 and who holds office up-to the date of forthcoming Annual General Meeting in terms of Section 161 and any other applicable provisions, if any, of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, 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) and the enabling provisions of Articles of Association of the Company, approval of the Members be and is hereby accorded to appoint Ms. Tanushree Bagrodia (DIN: 06965596) as a Whole-time Director of the Company for a period of 3 (Three) years with effect from November 25, 2024 up-to November 24, 2027, upon such terms and conditions of appointment including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and as set out in the explanatory statement attached to this Notice including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during her said tenure within the overall limits of Section 197 read with Schedule V and other applicable provisions, if any, of the Act (subject to such approval, as required).

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee of the Board ('the Board') be and is hereby authorized to increase, alter, vary and modify the terms and conditions of the said appointment including remuneration as per the provisions of the Act, as it may deem fit and in such manner as may be agreed to between the Board and of Ms. Tanushree Bagrodia.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things etc. and to sign all such documents and writings as may be necessary to give effect to the aforesaid resolution and to deal with all matters connected therewith or incidental thereto, without seeking any further approval of the Members of the Company."

Item no. 2 - To give loans, inter corporate deposits, give guarantees in connection with loans made by any person or body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act 2013

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any, of the Act (including any statutory modification, amendment or re-enactment thereof for the time being in force) and provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, sanctions and permissions as may be required in that behalf, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution) to:

- i. give any loan to any person or other body corporate;

- ii. give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- iii. acquire by way of subscription, purchase or otherwise, the securities of any other body corporate

as it may in its absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 1,500 Crore (Rupees One Thousand Five Hundred Crore) or the limit prescribed under Section 186 of the Act (i.e. higher of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company), whichever is more.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of the Directors of the Company (“Board”) or any Committee/Person(s) authorised by the Board be and are hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to give corporate guarantee and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary or appropriate or desirable including to settle any question, difficulty or doubt that may arise in respect of such investments / loans / guarantees / securities made or given or provided by the Company (as the case may be).”

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 Resolutions 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/Link Intime India Private Limited, the Company's Registrars and Transfer Agents ('RTA') as on **Friday, November 29, 2024 ('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 Resolutions 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, AVP - e-voting, Link Intime, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 at enotices@linkintime.co.in or contact at Tel: 022 – 49186000.
5. **The remote e-voting shall commence on Thursday, December 05, 2024, at 9:00 a.m. (IST) and shall end on Friday, January 03, 2025, 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 Link 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 Tuesday, January 07, 2025. 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 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 result by the Chairman or a person authorised 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 and www.nseindia.com. The Resolutions, 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., Friday, January 03, 2025.
8. A copy of this Postal Ballot Notice is also available on the website of the Company viz. www.unipartsgroup.com, the relevant section of the website of BSE viz. www.bseindia.com and NSE viz. 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 Link

Intime, by clicking the link: https://liiplweb.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 (up-to 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 Link Intime by clicking the link: https://liiplweb.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 (up-to 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.

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 Resolutions 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:**

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 ESP portals directly from their demat accounts.

[Login method for Individual shareholders holding securities in demat mode is given below:](#)

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

1. Existing IDEAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.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.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.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 held 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.
4. 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

 App Store  Google Play



B. Individual Shareholders holding securities in demat mode with CDSL

1. 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 Myeasi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the company. By clicking the e-voting 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. 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.
3. 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.

4. 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 e-voting 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. Link Intime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for 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:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. 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).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. 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).
4. 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.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of Link Intime 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.

Helpdesk 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.

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.

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”.

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 a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

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

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 resolution contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution 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: November 25, 2024

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

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 Nos. 1 and 2 of the accompanying Notice.

Item No. 1

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors at their meeting held on November 25, 2024, have appointed Ms. Tanushree Bagrodia (DIN: 06965596) as an Additional Director with effect from November 25, 2024, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'). She has also been appointed as Group Chief Operating Officer of the Company in the same meeting.

Further, the Board of Directors at the above meeting appointed Ms. Tanushree Bagrodia (DIN: 06965596) as a Whole-time Director of the Company for a period of 3 (Three) years with effect from November 25, 2024 up to November 24, 2027, subject to the approval of Members, on such terms and conditions including remuneration as recommended by the NRC and approved by Board of Directors of the Company.

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. Her professional journey started 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. Over her two decades career, Ms. Bagrodia has accumulated extensive experience across diverse geographies and sectors, spanning financial services, automotive, and start-ups. 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.

The terms and conditions of appointment of Ms. Tanushree Bagrodia ("appointee") are set out herein below:

a. Salary, Perquisites and Allowances:

Cost to the Company ("CTC")	Rs. 2,96,72,000
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- b. The perquisites included in the remuneration under (a) 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.
- c. The Company's contribution to statutory fund, gratuity, personal and medical insurance and leave encashment, as per the rules of the Company, shall be in addition to the remuneration under (a) above.

- d. The appointee will be entitled up-to 10% increase in remuneration [CTC as mentioned under (a) above] on yearly basis, subject to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company.
- e. The appointee will also be entitled to stock options under the Employee Stock Option Scheme of the Company subject to recommendation and approval of the Nomination and Remuneration Committee of the Board of Directors of the Company. 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 (a) above.
- f. 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.
- g. The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Act, as amended / replaced and as in force from time to time.
- h. Minimum Remuneration: Notwithstanding anything to the contrary herein contained, wherein the financial year during the currency of the tenure of Ms. Tanushree Bagrodia as a Whole Time Director, the Company has no profits, or its profits are inadequate, the Company will pay to Ms. Tanushree Bagrodia remuneration as specified above, subject to necessary approvals as may be required for this purpose.
- i. **General:**
 - 1. The Whole-time Director shall perform her duties in the interest of the Company.
 - 2. The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in the Act and Rules made thereunder read with the SEBI LODR Regulations.
 - 3. The Whole-time Director shall, subject to overall superintendence and control of the Board of Directors of the Company, perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company.
 - 4. The Whole-time Director shall adhere to the Code of Conduct of the Company and shall also comply with the other policies and laws applicable on the Company.
 - 5. The terms and conditions of the appointment (including remuneration) of Ms. Tanushree Bagrodia may be altered, varied or modified by the Board of Directors (including NRC), from time to time, in terms of Schedule V and other applicable provisions of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Ms. Tanushree Bagrodia pursuant to the provisions of Section 190 of the Act.

The proposed remuneration of Ms. Tanushree Bagrodia is commensurate with the industry and size of the Company. Ms. Tanushree Bagrodia has no pecuniary relationship directly or indirectly with the Company.

Ms. Tanushree Bagrodia satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for her appointment. The Company has received a notice in writing from a Member proposing the candidature of Ms. Tanushree Bagrodia for the office of Director of the Company. Further, Ms. Tanushree Bagrodia has conveyed her consent to act as a Whole Time Director of the Company and she also confirmed that she is not disqualified from being appointed as such in terms of Section 164 of the Companies Act, 2013 and she is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority. The Company has also received other necessary disclosures from Ms. Tanushree Bagrodia.

Details of Ms. Tanushree Bagrodia pursuant to the provisions of SEBI LODR Regulations and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, are given below:

Age	46 years
Qualifications	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.
Experience	Ms. Tanushree Bagrodia 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. Over her two decades career, Ms. Bagrodia has accumulated extensive experience across diverse geographies and sectors, spanning financial services, automotive, and start-ups. 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.
Terms and Conditions of Appointment	Ms. Tanushree Bagrodia has been appointed as a Whole Time Director of the Company with effect from November 25, 2024 who shall be liable to retire by rotation.
Details of remuneration sought to be paid	As per the resolution in Item No. 1 of this Notice read with the explanatory statement pursuant to Section 102 of the Act forming part of the Notice.

Last remuneration drawn (Per Annum)	NIL
Date of first appointment on the Board	November 25, 2024
Shareholding in the Company including shareholding as a beneficial owner as on the date of Notice	NIL
Relations with other directors/ KMPs	None
Number of meetings of the Board attended during the FY 2023-24	Not Applicable
Directorship of other Boards as on the date of Notice	Shyamayan Steels Private Limited
Membership / Chairmanship of Committees of other Boards as on date of Notice	NIL
Listed entities from which the director has resigned in the past three years	NIL

Given her expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail her services as a Whole-time Director of the Company. Accordingly, it is proposed to appoint Ms. Tanushree Bagrodia as Whole Time Director of the Company who shall be liable to retire by rotation.

Ms. Tanushree Bagrodia is interested in resolution set out at Item No. 1 of the Notice regarding her appointment. The relatives of Ms. Tanushree Bagrodia may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Ms. Tanushree Bagrodia is not related to any Director of the Company.

Save and except the above, none of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the resolution except to the extent of their directorships and shareholding in the Company (if any). The Board of Directors recommends the resolution set out at Item No. 1 for approval of the Members as an Ordinary Resolution.

Item No. 2

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ("Act") read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors of a Company can give any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time together with the loans, guarantee, security and investment already given/provided/made by the Company, beyond the maximum permissible limit under Section 186 of the Act, i.e., 60% of the paid-up capital of the Company and its free reserves and securities premium account or one hundred per cent of its free reserves



and securities premium account, whichever is more, provided that if special resolution has been passed by the shareholders of the Company to that effect.

Keeping in view the future plans of the Company and to fulfil long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on November 25, 2024 has, subject to the approval of shareholders of the Company, has proposed and approved for seeking the shareholder approval for setting up limit which shall not exceed a sum of Rs. 1,500 Crore (Rupees One Thousand Five Hundred Crore) or the limit prescribed under Section 186 of the Act (i.e. higher of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company), whichever is more.

The loan(s), guarantee(s), security(ies) and investment(s), as the case may be, shall be made in accordance with the applicable provisions of the Act and relevant rules made thereunder. Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 2 of this Notice.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any). The Board of Directors recommends the resolution set out at Item No. 2 for approval of the Members as a Special Resolution.

**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: November 25, 2024

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Corporate Identity Number:
L74899DL1994PLC061753