

December 08, 2023

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
--	--

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 of the Company dated November 9, 2023 for seeking approval of the Members of the Company on the resolutions forming part of the Postal Ballot 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 09/2023 dated September 25, 2023 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, December 01, 2023 (“**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 Monday, December 11, 2023, at 9.00 AM. (IST) and shall end on Tuesday, January 09, 2024, at 5.00 P.M. (IST). 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
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 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 and 09/2023 dated September 25, 2023, 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 ("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), that the resolutions set out below are 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 ("e-voting") process.

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 ("the Notice" or "the Postal Ballot Notice"). In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "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 Tuesday, January 9, 2024. 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., Tuesday, January 9, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

1. To appoint Ms. Celine George (DIN: 02563846) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and Regulation 16,17,25 & other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations"), as amended (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Celine George (DIN: 02563846), who was appointed as an Additional Director in the capacity of an Independent Director with effect from November 09, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of two (2) years till November 08, 2025, and that she shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. To re-appoint Mr. Gurdeep Soni as Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read along with Schedule V to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Gurdeep Soni (DIN: 00011478) as Managing Director of the Company for a further period of five (5) years, (on expiry of his present term), with effect from April 1, 2024 up-to March 31, 2029 (both days inclusive) without any remuneration from the Company and shall be liable to retire by rotation, as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, upon the terms and conditions as set out in the Explanatory Statement annexed to this Postal Ballot Notice, with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to

alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Gurdeep Soni;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

3. To approve ‘Uniparts India Limited – Employee Stock Option Scheme 2023’

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“SEBI SBEB & SE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the consent of the members of the Company be and is hereby accorded to the introduction and implementation of ‘**Uniparts India Limited – Employee Stock Option Scheme 2023’** (“**ESOP 2023**”/ “**Scheme**”) and authorizing the Board of Directors of the Company (*hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted*) to create, and grant from time to time, in one or more tranches, not exceeding 9,02,675 (Nine Lakh Two Thousand Six Hundred Seventy-Five) employee stock options (“Option”) to such employees as designated by the Company, working on exclusive basis in or outside India, with the Company, subsidiary company(ies) and group companies including associate companies of the Company (*other than promoter or person belonging to the promoter group of the Company, independent directors and director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company*), as may be decided under the Scheme, exercisable into not more than 9,02,675 (Nine Lakh Two Thousand Six Hundred Seventy-Five) equity shares of face value of Rs. 10/- (Ten) each fully paid-up, where one Option would convert in to one equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme;

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the then existing equity shares of the Company;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued;

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Scheme on BSE Limited and National Stock Exchange of India Limited or any other stock exchanges where the equity shares of the Company are listed in due compliance with SEBI SBEB & SE Regulations and other applicable laws;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme;

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to the compliance with the applicable laws and regulations and further subject to consent of the Company by way of special resolution to the extent required under SEBI SBEB & SE Regulations, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, SEBI SBEB & SE Regulations, the Memorandum and Articles of Association of the Company and any other applicable laws in force;

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint merchant bankers, brokers, solicitors, registrars, compliance officer, investors service center and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Scheme as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

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’

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“SEBI SBEB & SE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded authorizing the Board of Directors of the Company (*hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted*) to create, offer and grant such number of employee stock options (“Options”) under **‘Uniparts India Limited – Employee Stock Option Scheme 2023’ (“ESOP 2023”/ “Scheme”)**, to such employees as designated by the Company, working on exclusive basis in

or outside India, with the **subsidiary company(ies)** of the Company (*other than promoter or person belonging to the promoter group of the Company, independent directors and director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company*), in one or more tranches, from time to time, as determined in terms of the Scheme, exercisable into equity shares of face value of Rs. 10/- (ten) each fully paid up where one Option would convert in to one equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme”.

5. To approve grant of employee stock option equal or more than 1% of Issued Capital to the identified employees

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 read with circular /notifications issued thereunder (collectively referred as “SEBI SBEB & SE Regulations”) , Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent 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 any Committee including Nomination and Remuneration Committee which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time such number of employee stock options (“Options”) to each of the proposed Option grantees, whether existing or joining in future subject to their joining under the **“Uniparts India Limited – Employee Stock Option Scheme 2023’ (“ESOP 2023”/ “Scheme”)**, exercisable into equal number of equity shares of face value of Rs. 10/- (Rupees Ten) each fully paid up in the Company, which may individually be equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Options, on such terms and conditions as may be determined in accordance with the provisions of the Scheme and in due compliance with the applicable laws and regulations including SEBI SBEB & SE Regulations.”

6. To approve ratification and amendment of the ‘Uniparts Employee Stock Option Plan 2007’

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

“RESOLVED THAT pursuant to the provision of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Regulation 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, **Uniparts Employee Stock Option Plan 2007 (“Plan” or “Scheme”)** as originally approved by the shareholders of the Company vide Special Resolution dated February 2, 2007, which was last amended by the shareholders’ special resolution dated April 23, 2022, prior to initial public offer (“IPO”) of equity shares (“Shares”) of the Company, be and is hereby ratified within the meaning of SEBI SBEB & SE Regulations and the consent of the members of the Company be and hereby accorded to the proposed amendment in the clause 17.2 of the Plan with respect to exercise period, authorizing the Board of Directors of the Company (*hereinafter referred to as the*

"Board" which term shall be deemed to include the Nomination & Remuneration Committee of the Company ("NRC"), which also acts as the Compensation Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution) to create, offer, issue, reissue, grant, transfer and allot at any time to or for the benefits of the employee(s) /directors of the Company (as may be permitted under applicable laws) in terms of the Plan, equity shares on exercise of options, issue fresh options, re-issue options that may have lapsed/ cancelled/ surrendered, already approved under the Plan;

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the then existing equity shares of the Company;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued;

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to this resolution with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard in conformity with the provisions of the Companies Act, 2013, SEBI SBEB & SE Regulations, the Memorandum and Articles of Association of the Company and other applicable laws."

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'

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Regulation 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent 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 the Nomination & Remuneration Committee of the Company ("NRC"), which also acts as the Compensation Committee constituted

by the Board to exercise its powers, including the powers. conferred by this resolution) to create, offer, issue, reissue, grant, transfer and allot at any time to or for the benefits of the Employees [as defined in the **Uniparts Employee Stock Option Plan 2007 ("Plan" or "Scheme")**] of the existing or future subsidiary company(ies) of the Company in terms of the Plan, equity shares on exercise of options, issue fresh options, re-issue options that may have lapsed/cancelled/surrendered, already approved under the Plan.”

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, December 01, 2023 ('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.
5. The remote e-voting shall commence on Monday, December 11, 2023, at 9:00 a.m. (IST) and shall end on Tuesday, January 09, 2024, 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/ her 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 Thursday, January 11, 2024. The Scrutinizer's decision on the validity of votes cast will be final.
7. The Results declared, alongwith the Scrutinizer's Report, shall be placed on the Company's website www.unipartsgroup.com and on the website of RTA at <https://instavotfe.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., January 09, 2023.

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 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://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.

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://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;

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 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.
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 my easi 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. On 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. LinkIntime 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 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.

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>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o 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 minimum 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 resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

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

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

**Place: Noida
Date: November 9, 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, AI 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 to 7 of the accompanying Notice.

Item No. 1

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), the Board at its meeting held on November 09, 2023, appointed Ms. Celine George as an Additional Director in the capacity of Independent Director of the Company for a term of two (2) years with effect from November 09, 2023 to November 08, 2025 (both days inclusive) subject to the approval of the members of the Company through special resolution.

The Company has received:

- (i) consent in writing from Ms. Celine George to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Ms. Celine George to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.
- (iv) a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- (v) a notice in writing by a member proposing her candidature under Section 160(1) of the Act.

The Nomination and Remuneration Committee ("NRC") had previously finalized the desired attributes for the selection of the Independent Director(s). Basis those attributes, the NRC recommended the candidature of Ms. Celine George. In the opinion of the Board, Ms. George fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Ms. George's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Ms. George is eligible for appointment as an Independent Director.

In the opinion of the Board, Ms. Celine George fulfils the conditions for appointment as an Independent Director as specified in the Act and LODR Regulations. Ms. Celine George is independent of the management and possesses appropriate skills, experience and knowledge. Ms. Celine George has the skills and capabilities required for the role of Independent Director.

Copy of letter of appointment of Ms. Celine George setting out the terms and conditions of appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send an e-mail to compliance.officer@unipartsgroup.com. Save and except Ms. Celine George and his relatives (to the extent of their shareholding, if any), none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Relevant Information of Ms. Celine George:

Age	64 years
Qualifications	Ms. Celine George is a postgraduate in Business Economics from Delhi University and Post Graduate Diploma in International management from IMI, Delhi. She is a Chevening Gurukul Scholar from London School of Political Science & Economics, UK. She is a certified assessor in organization Development. She is also a certified in the EUM for coaching and facilitation.
Experience	Ms. Celine George has worked in areas of Leadership, Corporate Restructuring, Business Transformation, People Performance and Change Management and has over 30 years of experience advising organisations, in the public and private sectors, across multiple industry verticals, Energy, Healthcare, Financial Services, Retail, Education Technology and Consulting. She started her career in 1984 with ONGC and later worked with the Management Consulting Division of TCS. She has been a key member of the Executive Leadership of Cairn Energy India Pty Ltd, Max Healthcare Institute Limited and Aviva Life Insurance Company Pvt. Ltd. She currently works as an Independent Management Consultant and serves as an Independent Director on the Board of PPAP Automotive Limited and as a member of the Governing Board of Action for Autism, a national level not-for-profit organization that has pioneered the autism movement in India and South Asia and runs facilities for persons on the Autism Spectrum.
Terms and Conditions of Appointment	As per resolution no. 1
Remuneration	Ms. Celine George shall be paid remuneration by way of sitting fees for attending the meeting of the Board or Committees thereof and reimbursement of expenses for participating in the Board or Committee meetings. She will also be entitled to the commission within the limits stipulated under Section 197 of the Companies Act, 2013, subject to the approval of the Board.
Date of first appointment	November 09, 2023
Shareholding in the Company including shareholding as a beneficial owner as on the date of Notice	NIL
Relations with other directors/ KMPs	Ms. Celine George is not related to any other Director / Key Managerial Personnel of the Company or its subsidiaries companies.
Number of meetings of the Board attended during the FY 2023-24	Ms. Celine George appointed at the Board Meeting dated November 09, 2023. She will attend the meetings which will be conducted after November 09, 2023. She has not attended any meeting till date.
Directorship of other Boards as on the date of Notice	Listed: <ul style="list-style-type: none"> • PPAP Automotive Limited

Unlisted:

- Green Clouds Education Solutions Private Limited

Membership / Chairmanship of Committees of other Boards as on date of Notice PPAP Automotive Limited

- Nomination and Remuneration Committee (Chairman)
- Stakeholders Relationship Committee (Member)

Listed entities from which the director has resigned in the past three years NIL

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

Item No. 2

The Shareholders of the Company in their meeting held on September 30, 2020, had approved the re-appointment of Mr. Gurdeep Soni (DIN: 00011478) as “Chairman and Managing Director” of the Company, for a period of 3 years without any remuneration effective from April 01, 2021 to March 31, 2024. Further, the Shareholders of the Company in their meeting held on April 23, 2022 vide Special Resolution approved remuneration of up-to Rs. 5 Crore or 2.5% of the net profits of the Company as calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, whichever is higher. **However, Mr. Gurdeep Soni has not drawn any remuneration from the Company.**

The members are informed that Mr. Gurdeep Soni has also been appointed as Managing Director in Gripwel Fasteners Private Limited (“GFPL”) (a wholly owned subsidiary of the Company). The members may further note that the Shareholders of GFPL, vide special resolution dated April 19, 2022, have approved his remuneration of up-to 25% of the net profit of GFPL [calculated as per Section 198 of the Companies Act, 2013 (the ‘Act’)] for a period of 3 years (from April 01, 2022 to March 31, 2025), in terms of provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014). Accordingly, he is drawing remuneration from GFPL only and will continue to draw remuneration from GFPL.

The tenure of Mr. Gurdeep Soni, Chairman & Managing Director of the Company, will expire on March 31, 2024. The Board of Directors, at its meeting held on November 9, 2023, based on the recommendation of Nomination and Remuneration Committee and subject to approval of members, approved the re-appointment of Mr. Gurdeep Soni as Managing Director of the Company for a further period of 5 years, i.e., from April 1, 2024, to March 31, 2029 (without any remuneration), on the terms and conditions, as contained in this explanatory statement. The Board has also appointed Mr. Gurdeep Soni as Chairman of Board of Directors of the Company.

Terms of his re-appointment:

- Period : Mr. Gurdeep Soni will be appointed as Managing Director of the Company for a period of five (5) years, i.e., from April 1, 2024, to March 31, 2029
- Nature of Duties : • He shall perform such duties as shall from time to time be entrusted to him by the Board, subject to superintendence, guidance and control of the Board.

- He shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 (“**the Act**”) with regard to duties of directors.
- He shall adhere to the Company’s Code of Conduct.

Remuneration : Mr. Gurdeep Soni will not draw any remuneration from the Company.

Other relevant Information of Mr. Gurdeep Soni:

Age	68 years
Nationality	Indian
Qualifications	Master’s degree in management studies from the Birla Institute of Technology and Science, Pilani
Experience	Mr Gurdeep Soni is the Chairman and Managing Director of the Company and have been associated with the Company since its incorporation. He has 43 years of work experience including experience in different roles within the Uniparts Group. He has been actively involved in the day-to-day operations of the Company and is responsible for the after-market business of the Uniparts Group.
Date of first appointment	September 26, 1994
Shareholding in the Company including shareholding as a beneficial owner as on the date of Notice	89,95,090 Equity Shares of Rs. 10/- each
Relations with other directors/ KMPs	Mr. Gurdeep Soni is sibling of Mr. Paramjit Singh Soni, Vice Chairman and Executive Director of the Company. Save and except this, he is not related to any other Director / Key Managerial Personnel of the Company or its subsidiaries companies.
Number of meetings of the Board attended	FY 2022-23 - 9 out of 9 meetings held (100% attendance) FY 2023-24 (till the date of this Notice) - 3 out of 3 meetings held (100% attendance)
Directorship of other Boards as on the date of Notice	Listed: Nil Unlisted: <ul style="list-style-type: none"> • SKG Engineering Private Limited • Amazing Estates Private Limited • SGA Trading Private Limited • Gripwel Fasteners Private Limited • Gripwel Conag Private Limited • Bluebells Homes Private Limited • Sepoy Drinks Private Limited Overseas: <ul style="list-style-type: none"> • Uniparts USA Limited • Uniparts Olsen Inc.

Membership / Chairmanship of Committees of other Boards as on date of Notice	Listed: Nil Unlisted: Gripwel Fasteners Private Limited 1. Audit Committee (Member) 2. Corporate Social Responsibility Committee (Chairman)
Listed entities from which the director has resigned in the past three years	NIL

Mr. Gurdeep Soni will attain the age of seventy years during the proposed term of his re-appointment. The Company has demonstrated exceptional growth under his leadership including successful listing of the Company on December 12, 2022. Hence, it would be in the interest of the Company that he continues to lead the Company even after he attains the age of seventy years. Accordingly, approval of the Members is sought for passing the resolution proposed at Item No. 2 as a Special Resolution in terms of Section 196(3) of the Act.

Mr. Gurdeep Soni satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Gurdeep Soni under Section 190 of the Act.

Approval of members is sought for the re-appointment of Mr. Gurdeep Soni as Managing Director of the Company and his continuation as a director liable to retire by rotation.

Mr. Gurdeep Soni is interested in the resolution set out at Item No. 2 of the Notice. Mr. Paramjit Singh Soni, Vice Chairman and Executive Director, being related to Mr. Gurdeep Soni, may be deemed to be interested in the resolution. The other relatives of Mr. Gurdeep Soni may be deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 2 of the Notice for approval by the Members.

Item Nos. 3, 4 and 5

The Company appreciates the critical role its key employees play in organizational growth. It strongly feels that the value created by its key employees should be shared with them. To promote the culture of employee ownership and as well as to attract, retain, motivate, and incentivize critical talent in line with corporate growth and creation of shareholders' value, the Company intends to implement an employee stock option scheme namely '**Uniparts India Limited – Employee Stock Option Scheme 2023' ("ESOP 2023"/ "Scheme")** for key employees including directors of the Company including its subsidiary company (ies).

Accordingly, the Nomination and Remuneration Committee of the Directors (“Committee”) and the Board of Directors of the Company at their respective meetings held on November 9, 2023, had approved the introduction of the Scheme, subject to your approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 and Rules made thereunder read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”), features of the Scheme are given as under:

a) Brief Description of the Scheme:

The Company proposes to introduce the Scheme primarily with a view to attract, retain, incentivise and motivate the employees of the Company and its subsidiary company(ies) that would lead to higher corporate growth and productivity.

The Scheme contemplates grant of Options to the eligible employees as defined in the Scheme as may be determined in due compliance with SEBI SBEB & SE Regulations and provisions of the Scheme. After vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the predefined exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Committee shall administer the Scheme. All questions of interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme.

b) Total number of Options to be granted:

The total number of Options to be granted under the Scheme shall not exceed **9,02,675 (Nine Lakh Two Thousand Six Hundred Seventy-Five)**. Each Option when exercised would be converted into one equity share of Rs. 10/- (Ten) each fully paid-up.

Further, SEBI SBEB & SE Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the Scheme remain the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling of aforesaid shall be deemed to be increased to the extent of such additional Options issued.

c) Identification of classes of employees entitled to participate in the Scheme:

Subject to determination or selection by the Committee, following classes of employees/ Directors are eligible being:

- i. an employee as designated by the Company, who is exclusively working in India or outside India; or
- ii. a Director of the Company, whether a whole-time director or not, including a non-executive director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director.
- iii. an employee as defined in clause (i) or (ii) of a Group Company including Subsidiary or its Associate company, in India or outside India

but excludes-

- a. an employee who is a Promoter or belongs to the Promoter Group;
- b. a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company.

d) Requirements of Vesting and period of Vesting:

All the Options granted on any date shall vest not earlier than the minimum vesting period of **1 (one) year** and not later than maximum vesting period of **4 (four) years** from the date of grant.

The vesting dates and relative percentages shall be determined by the Committee and may vary from employee to employee or any class thereof.

The Options would vest essentially on the basis of continued tenure. Apart from this, the Committee shall prescribe achievement of performance condition(s), the criteria being a mix of corporate, business unit/segment, and individual performance for vesting. The corporate or business unit/ segment performance conditions shall be determined by the Committee.

In the event of death or permanent incapacity of an Employee, the minimum vesting period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity as required under the SEBI SBEB & SE Regulations.

e) Maximum period within which the Options shall be vested:

All the Options granted on any date shall vest not later than the maximum period of **4 (four) years** from the date of grant.

The Committee subject to minimum and maximum ceiling of vesting period shall have the power to prescribe the vesting schedule for a particular grant.

f) Exercise price or pricing formula:

The Exercise Price per Option shall be determined by the Committee which shall be up to a maximum of 25% (twenty-five percent) discount to Market Price of Share as on the date of Grant.

g) Exercise period and the process of exercise:

The Exercise Period in respect of the vested Options shall be subject to a maximum period of **3 (three) years** from the date of last vesting.

However, in case of separation of an Employee from the employment/service, there shall be a shorter exercise period being maximum of **12 (twelve) months** from the date of event of separation or date of vesting, as may be determined by the Committee depending on the nature of separation.

The vested Option shall be exercisable by the Option grantees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the Option grantee. The Options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under the Scheme:

The appraisal process for determining the eligibility of the employees will be based on position, sector, designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Committee based upon annual operating Scheme.

i) Maximum number of Options to be issued per employee and in aggregate:

The maximum number of Options under the Scheme that may be granted to each employee in any year shall in aggregate not more than **5,00,000 (Five Lakh)** Options.

j) Maximum quantum of benefits to be provided per employee under the Scheme:

Apart from grant of Options as stated above, no other benefits are contemplated under the Scheme.

k) Route of the Scheme implementation:

The Scheme shall be implemented and administered directly by the Company.

l) Source of acquisition of shares under the Scheme:

The Scheme contemplates issue of fresh/ primary equity shares by the Company.

m) Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

This is currently not contemplated under the Scheme.

n) Maximum percentage of secondary acquisition:

This is currently not contemplated under the Scheme.

o) Accounting and Disclosure Policies:

The Company shall follow the IND AS 102 on Share-based payments and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SEBI SBEB & SE Regulations.

p) Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

q) Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

r) Period of lock-in:

The shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

- s) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Scheme:**
Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of the specified securities/ Options if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

The Board has sought your approval to implement the Scheme. The Company consistently believes in the philosophy of creating entrepreneurial teams to operate its businesses and create superior shareholder return. It would be implemented keeping in view the incentivization requirements of eligible employees through equity-based compensation. It is imperative that the teams have substantial interest in the business and for that reason grant of so much of the employee stock options (“Options”) have been proposed to retain and incentivize driving performance leading to improved corporate growth and profitability.

In the background above, approval of the shareholders is being sought for the issue of so much of the Options to the aforesaid personnel being equal to or more than 1% (One percent) of the issued capital of the Company as on date of grant.

Consent of the members is being sought by way of special resolutions pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB & SE Regulations.

A draft copy of the Scheme is available for inspection at the Company’s registered office and corporate office during official hours on all working days till the last date of the e-voting.

None of the Directors, key managerial personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under the Scheme.

In light of above, you are requested to accord your approval to the Special Resolutions as set out at Agenda Item Nos. 3, 4 and 5 of the accompanying Notice.

Item Nos. 6 and 7

The Company had implemented the ‘Uniparts Employee Stock Option Plan 2007 (or this “Plan” or “Scheme”)' vide shareholders’ special resolution dated February 2, 2007, which was last amended by the shareholders’ special resolution dated April 23, 2022, prior to its initial public offer (“IPO”) of equity shares of face value of Rs. 10 each fully paid up (“Shares”), with the objectives to motivate the key work force seeking their contribution to the corporate growth, to create an employee ownership culture, to attract new talents and to retain them for ensuring sustained growth.

In the meantime, the Company completed its IPO with listing of its equity shares on December 12, 2022, with BSE and NSE. In terms of Regulation 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”), any fresh grant of Options or issue of Shares can be made under the Plan, in case Employee Benefit Schemes are in compliance with the SEBI SBEB & SE Regulations and are ratified by the members of the Company.

Further, with a view to align the exercise terms with the new ESOS 2023 and as per best industry practice, it is proposed to reduce the exercise period from “15 years from the date of approval of Grant or finishing /transfer /allotment of all Shares allocated for employee stock options pursuant to the Exercise of Grant of the Options in accordance with this Scheme, whichever is earlier” to 3 years from date of vesting under the Plan.

Given the nature of proposed amendment, it is not detrimental to the interests of any existing option grantees/employees as the amendments are intended to be prospective. This amendment shall be applicable to the eligible future grantees who may be granted options or issue Shares under the Plan.

Accordingly, the Plan is placed before the members for ratification in terms of the aforesaid Regulation after which your Company would be able to grant Options under the Plan.

Your Board recommends passing of proposals namely ratification of the Plan under the Regulation 12 (1) of the SEBI SBEB & SE Regulations.

The afore-stated proposals were already approved by the Nomination and Remuneration Committee of the Directors (“Committee”) and your Board at their respective meetings held on November 9, 2023.

Features of the Plan in terms of SEBI SBEB & SE Regulations are as under:

a) Brief description of the Plan

The Company proposes to implement the Plan primarily with a view to attract, retain, motivate and reward the eligible employees of the Company including its subsidiary(ies) (collectively referred to as “Employees”).

The Nomination and Remuneration Committee (“Committee”) of the Company shall supervise the Plan. All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Plan. Whereas the trust shall administer the Plan.

b) Total number of Options to be granted

A total of 23,291 Equity Shares (Twenty-Three Thousand Two Hundred Ninety-One) Options and any options which will be forfeited/ lapsed/ cancelled, would be available for being granted to the eligible employees of the Companies under the Plan. Each Option when exercised would be converted into one equity share of face value of Rs. 10 (Ten) each fully paid-up.

Each Option upon exercise shall be convertible into one equity share of face value of Rs. 10/- (Rupees Ten) fully paid-up. Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees or otherwise, would be available for being re-granted at a future date. However, once underlying shares are delivered upon exercise of Options, the shares reserved for Plan purposes would reduce.

In case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment will be made to the Options granted. Accordingly, the ceiling of Options/ underlying equity shares shall be deemed to increase to the extent of such additional equity shares issued.

c) Identification of classes of employees entitled to participate in the Employee Stock Option Plan

- (i) an employee as designated by the Company, who is exclusively working in India or out of India; or
- (ii) a director of the Company, whether a whole time director or not, including a non-executive director who is not a promotor or member of the promoter group, but excluding an Independent Director; or
- (iii) an employee, as defined in sub-clauses (i) or (ii) in this para, of a group company including subsidiary company or its associate company, in India or out of India,

but excludes:

- a) a promoter or person belonging to promoter group; and
- b) a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

d) Requirements of vesting and period of vesting

The Options granted shall vest so long as the Employee continues to be in the employment/ service of the Company including its subsidiary(ies) as the case may be, as per SEBI SBEB & SE Regulations except in case of death, permanent incapacity and retirement. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which options granted would vest subject to the minimum and maximum vesting period as specified below.

Vesting period for any Options granted under this Plan shall be subject to statutory minimum period of 1 (One) year and maximum period of 3 (Three) years from the date of each vesting of Options.

e) The maximum period within which the options shall be vested

The options granted shall vest not later than 3 (Three) years from the date of each vesting of such options.

f) Exercise price or pricing formula

The Exercise Price per Option shall be determined by the Nomination and Remuneration Committee which shall not be lesser than the face value of the Share as on date of Grant of such Option. The specific Exercise Price shall be intimated to the Option Grantee in the Grant Letter at the time of Grant.

g) Exercise period and the process of exercise

The Exercise Period in respect of the vested Options shall be subject to a maximum period of 3 (three) years from date of each vesting.

However, in case of separation of an Employee from the employment/service, there shall be a shorter exercise period being maximum of 1 (one) year from the date of event of separation or date of vesting, as may be determined by the Committee depending on the nature of separation.

The options will be exercisable by the grantees by a written application to the Company expressing his/ her desire to exercise such Options along with payment of exercise price and applicable taxes in such manner and on execution of such documents, as may be prescribed from time to time. The options will lapse if not exercised within the specified exercise period.

h) Appraisal Process for determining the eligibility of the Employees

The options shall be granted to the eligible Employees as per performance appraisal system of the Company and the Committee at its discretion may adopt any eligibility criteria for determining eligibility of any Employee or a class thereof on the basis of designation, role, and future potential of Employees.

i) Maximum number of options to be issued per employee and in aggregate

The maximum number of options that may be granted to an eligible Employee shall not exceed **23,291 Equity Shares (Twenty-Three Thousand Two Hundred Ninety-One)** Options and any Options which will be forfeited/ lapsed/ cancelled.

j) Maximum quantum of benefits to be provided per employee under the Plan

There is no other benefit except grant of Options which shall be subject to such limitations as mentioned in point above.

k) Route of implementation or administration of the Plan

Plan is implemented and administered by the Trust.

l) Source of acquisition of shares under the Plan

The Plan contemplates issue of forfeited shares which were issued under ESOP Scheme 2007.

m) Amount of loan to be provided for implementation of the Plan by the Company to the Trust, its tenure, utilization, repayment terms, etc.

The Plan contemplates financial assistance by grant of loan, provision of guarantee or security in connection with a loan to the Trust, subject to 5% (Five Percentage) of the paid up capital and free reserves as on March 31, 2006, being the statutory ceiling under SEBI SBEB & SE Regulations. The loan amount may be disbursed in one or more tranches.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the Plan and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

n) Maximum percentage of secondary acquisition

This clause is not applicable as the Plan originally envisages the use of fresh issue of the shares.

o) Accounting and Disclosure Policies

The Company shall follow the Accounting Standard IND AS 102 on Share based payments and/ or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein in due compliance with the requirements of Regulation 15 of the SEBI SBEB & SE Regulations. In addition, the Company shall disclose such details as required under the applicable laws including under other applicable provisions of the SEBI SBEB & SE Regulations.

p) Method of option valuation

The Company shall adopt 'fair value method' for valuation of options as prescribed under IND AS 102 or under any relevant accounting standard notified by appropriate authorities from time to time.

q) Declaration

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value method, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

r) Lock-in period:

The shares issued pursuant to exercise of options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

s) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Plan:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

As the Plan is sought to be ratified and approved as stated above, consent of the members is being sought pursuant to Section 62(1)(b) of the Companies Act, 2013, read with Regulations 6 of the SEBI SBEB & SE Regulations.



A draft copy of the Plan as ratified is available for inspection at the Company's registered office and corporate office during official hours on all working days until closure of time for casting vote through postal ballot/ e-voting.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested in the aforesaid resolutions, except to the extent of the options that may be granted to them under the Plan.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item Nos. 6 and 7 of the accompanying Notice.

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

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

Place: Noida

Date: November 9, 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