

## **NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS**

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Notice is hereby given that the Extraordinary General Meeting (“EGM”) of the members of Uniparts India Limited (“the Company”) will be held on shorter notice on Tuesday, the 27<sup>th</sup> day of November, 2018 at 11 a.m. at the Registered Office of the Company at Gripwel House, Block-5, Sector C- 6 and 7, Vasant Kunj, New Delhi 110070 to transact the following business:

### **SPECIAL BUSINESS:**

#### **Item No. 1**

#### **Initial Public Offering (“IPO”) of the Company, comprising of combination of a fresh issue and an offer for sale of equity shares by the existing shareholders**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, to the extent notified, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), together with the applicable subsisting provisions of the Companies Act, 1956, if any, (collectively referred to as the **“Companies Act”**), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **“SEBI Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**) and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by SEBI and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the **“Applicable Laws”**), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and the equity listing agreements to be entered into between the Company and the respective stock exchanges where the Equity Shares are proposed to be listed (**“the Stock Exchanges”**), and subject to any approvals from the Government of India (**“GoI”**), the relevant Registrar of Companies, National Capital Territory of Delhi and Haryana (**“RoC”**), the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**), the Department of Economic Affairs, Ministry of Finance, Government of India (**“DEA”**) and all other appropriate statutory authorities and departments (the **“Regulatory Authorities”**), and such other approvals, consents, permissions and sanctions as may be required from the Regulatory Authorities and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions, the consent and approval of the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the shareholders be and is hereby accorded to create, issue, offer and allot in the Offer (*as defined below*) such number of Equity Shares, for cash either at par or premium such that the amount being raised pursuant to the Fresh Issue (*as defined below*) aggregates up to Rs. 1000 million (with an option to the Company to retain an over-subscription to the extent of 1% of the net offer, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange) and an offer for sale of Equity Shares by existing and eligible shareholders who can intimate their intention to the Board at a price to be determined by the Company through the book building process in terms of the SEBI Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the book running lead managers to the

Offer (“**BRLMs**”) in accordance with the SEBI Regulations, out of the authorized capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholders of the Company as the Board may decide, including anchor investors, if any, one or more of the members of the Company, employees (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors, venture capital funds, alternative investment funds, foreign venture capital investors, multilateral and bilateral financial institutions, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, the National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws by way of initial public offering consisting of a fresh issue of Equity Shares (the “**Fresh Issue**”) and offer for sale by the certain existing shareholder(s) (“**Selling Shareholders**”) (the “**Offer for Sale**” and together with the Fresh Issue, the “**Offer**”), and in one or more tranches in consultation with the BRLMs and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs through an offer document, prospectus and/or an offering memorandum, as required and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion thinks fit.

**RESOLVED FURTHER THAT** the Board is hereby authorized that it may invite the existing shareholders of the Company to participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer for Sale in accordance with the SEBI Regulations, as the Board may determine in consultation with the BRLMs, subject to the consent of SEBI, GoI, RBI, RoC, the Stock Exchanges, and/or such other approvals, permissions and sanctions of all other concerned Regulatory Authorities, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, at a price to be determined by the book building process in terms of the SEBI Regulations or otherwise in accordance with Applicable Laws,, for cash at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLMs, to such category of persons as may be permitted or in accordance with the SEBI Regulations or other applicable law, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLMs and/or underwriters and/or other advisors or such persons appointed for the Offer.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Law, including without limitation, eligible employees (the “**Reservation**”) or to provide a discount to the issue price to retail individual bidders or eligible employees (the “**Discount**”); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

**RESOLVED FURTHER THAT** the Equity Shares issued or transferred pursuant to the Offer shall be listed at one or more recognized stock exchanges in India.

**RESOLVED FURTHER THAT** in relation to the Offer, the Board either by itself or a sub-committee constituted by the Board be and is hereby authorized to do such acts, deeds and things as the Board or such sub-committee in its absolute discretion deems necessary or desirable in connection with the Offer.

**RESOLVED FURTHER THAT** the Equity Shares allotment under the Fresh Issue (including any reservation) shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares of the Company including rights in respect of dividend.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Offer, the Board and any other committee thereof, in consultation with the BRLMs, be and is hereby authorized to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred in each tranche, issue price, premium amount, discount (as allowed under Applicable Laws), listing on one or more Stock Exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLMs, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for any questions, difficulties or doubts that may arise, in regard to the offering, Offer, transfer and allotment of the Equity Shares, and utilization of the Fresh Issue proceeds, if applicable and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such Committee thereof as the Board may constitute in its behalf.

**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

**RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by any Director, be forwarded to concerned authorities for necessary actions.”

## **Item No. 2**

### **Adoption of new Memorandum of Association**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“**RESOLVED FURTHER THAT**, pursuant to provisions of Section 13 & other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the rules made thereunder, the set of existing Memorandum of

Association of the Company be and is hereby substituted with a new set of Memorandum of Association in order to align the same with the applicable provisions of the Companies Act and the rules made thereunder and the same be and is hereby approved and adopted as new Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorised to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution including filing of necessary forms with the Registrar of Companies, National Capital Territory of Delhi and Haryana.”

### **Item No. 3**

#### **Adoption of new Articles of Association**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 and the rules made thereunder, each as amended, and other applicable provisions, if any, and in order to align the Articles of Association with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the set of existing Articles of Association of the Company, as placed before the shareholders of the Company be and is hereby substituted with the new set of Articles of Association placed before the shareholders of the Company and the same be and is hereby approved and adopted as new Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorised to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution including filing of necessary forms with the Registrar of Companies, National Capital Territory of Delhi and Haryana.”

### **Item No. 4**

#### **Approval for variation of terms of the Employee Stock Option Plan 2007 of the Company**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, to the extent notified, including any statutory modification or re-enactment thereof, for the time being in force and subject to the SEBI (Share Based Employee Benefits) Regulations, 2014 (“**SEBI SBEB Regulations**”) for the time being in force and as may be modified from time to time, and other rules, regulations and guidelines of any/ various statutory/ regulatory authority(ies) that are or may become applicable (collectively referred herein as the “**Applicable Laws**”) and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall include a committee constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent of the shareholders be and is hereby accorded to amend the Uniparts

Employee Stock Option Plan, 2007 (“**ESOP 2007**” or this “**Scheme**”), for compliance with the requirements under Applicable Laws.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable.

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be necessary to implement this resolution.”

#### **Item No. 5**

##### **Approval to increase NRI Limit**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the applicable provisions of FEMA, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended up to date, the Companies Act, 2013 as amended, Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or de-notified, as the case may be and all other applicable acts, rules, regulations, provisions and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India, depositories, as the case may be, Ministry of Finance, Government of India, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board of Directors of the Company, the limit of investment by non-resident Indians in the Equity Shares of the Company or direct purchase or acquisition from the open market under the Portfolio Investment Scheme under FEMA, is increased to 100% of the paid-up equity share capital of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including without limitation intimating the Reserve Bank of India and the depositories of the increase in investment limits of non-resident Indians in the equity shares of the Company and to comply with all other requirements in this regard.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorised to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution including filing of necessary forms with the Registrar of Companies, National Capital Territory of Delhi and Haryana.”

#### **Item No. 6**

##### **To increase borrowing powers of the board and authorization limit to secure the borrowings under Section 180(1)(c) and 180(1)(a) of the Companies, Act, 2013**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

**“RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 500 crores (Rupees Five Hundred Crores only) for the Company alone and Rs. 700 crores (Rupees Seven Hundred Crores only) for the Company and its subsidiary companies taken together, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

**RESOLVED FURTHER THAT** in supersession of all the earlier resolutions passed in this regard and subject to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 500 crores (Rupees Five Hundred Crores only) for the Company alone and Rs. 700 crores (Rupees Seven Hundred Crores only) for the Company and its subsidiary companies taken together at any time,

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**Item No. 7**

**Authorisation to sell certain property held in the name of Uniparts USA Limited, wholly owned subsidiary of the Company**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

**“Resolved that** pursuant to the applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and corporate governance requirements, consent of the shareholders of the company be and is hereby

accorded, to the Board of Directors of the Company to sell/transfer/dispose off the whole/part of the property, including land and building, situated at 1901, Willian Few Parkway, Horizon North Industrial Park, Grovetown, GA 30813, USA, held in the name of Uniparts USA Limited, wholly owned subsidiary of the Company, on such terms and conditions as the Board may deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale/transfer of the property as they may in their absolute discretion deem fit.”

**Certified True Copy  
For Uniparts India Limited**

**Date: 23<sup>rd</sup> November, 2018**

**Place: Noida**

Sd/-

Mukesh Kumar

**Company Secretary**

Registered Office: Gripwel House, Block-5,  
Sector C- 6 and 7, Vasant Kunj,  
New Delhi 110070

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A Proxy form for the EGM is enclosed herewith.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.
4. The Notice of the EGM along with the Attendance Slip and proxy form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice is being sent by the permitted mode.
5. All documents referred to in the accompanying Notice and the Explanatory Statement alongwith the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and rules made thereunder shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 am to 5.00 pm) on all working days (Monday to Friday), up to and including the date of the Extraordinary General Meeting of the Company. For any queries

or if you require communication in physical form in addition to electronic communication, the members may also write to us at [compliance.officer@unipartsgroup.com](mailto:compliance.officer@unipartsgroup.com).

6. For the immediate reference, route map for reaching the venue of the General Meeting hall along with Attendance Slip and Proxy form is attached.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXURE TO AND FORMING PART OF THE NOTICE DATED 23<sup>RD</sup> NOVEMBER, 2018**

### **Item No. 1**

The Company intends to list its equity shares (the “**Equity Shares**”) on one or more stock exchanges to enable the shareholders to have a formal market place for dealing with the Company’s equity shares. For this purpose, it is intended to undertake an initial public offering of the equity shares of the Company (the “**Offer**”) by way of fresh issue of Equity Shares and certain existing shareholder(s) (“**Selling Shareholders**”) may offer certain of their respective Equity Shares in the offer for sale portion of the Offer. The Company intends to undertake the Offer and list the Equity Shares at an opportune time in consultation with the book running lead managers and other advisors in relation to the Offer and subject to applicable regulatory approvals.

If you wish to participate in the Offer (the “**Offer for Sale**”), please note that selling shareholders shall have to ensure certain eligibility conditions including that the shares offered by them for sale in the Offer (“**Offer Shares**”) have been held by them for a continuous period of at least one year prior to the date of filing the DRHP with SEBI and that such equity shares should be free from all liens, charges and encumbrances (including a ‘lock-in’ of any nature). The Offer Shares shall have to be held in dematerialized form. In addition, there would be certain certificates, agreements and other documents shall be executed by the selling shareholders, closer to filing of the draft red herring prospectus (the “**DRHP**”) with the Securities and Exchange Board of India (“**SEBI**”) and the stock exchanges where Equity Shares are proposed to be listed (“**Stock Exchanges**”), the red herring prospectus (the “**RHP**”) National Capital Territory of Delhi at Haryana (“**RoC**”) (the DRHP, RHP and Prospectus, collectively “**Offer Documents**”), in your capacity as a selling shareholder. The selling shareholders, or the companies in which they are or were associated as promoter, director or person in control, should not be debarred from accessing the capital markets by SEBI. The Offer Shares are required to be deposited in a share escrow account on such terms and conditions as set out in the share escrow agreement, to be entered into among the Company, the selling shareholders and the share escrow agent. The relevant portion of offer expenses is required to be shared among the selling shareholders and the Company in accordance with applicable laws.

If you wish to participate in the Offer, we request you to contact Mukesh Kumar, Company Secretary and Compliance Officer of the Company.

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each as amended, the approval of the shareholders of the Company is required through a special resolution.

The Company proposes to issue and allot such number of Equity Shares in the Offer aggregating up to Rs. 1000 million on such terms and at such price or prices and at such time as may be considered appropriate by the board of directors of the Company (the “**Board**”), or its duly authorised committee thereof, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public offer by way of book building method under the SEBI Regulations. The Equity Shares, if any, allotted vide the Offer shall rank in all respects *pari passu* with the existing equity shares of the Company.



The proceeds from the Offer will be utilised for the purpose of repayment of loans, which will be finalised by the Board and for meeting requirements of funds for general corporate purposes of the Company.

The Company will not make an offer of Equity Shares to any of the promoters, or members of, the promoter group of the Company in the Offer. However, the directors (except who are promoters or part of the promoter group or are independent directors) or the key managerial personnel of the Company may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI Regulations.

Other than through their participation in the Offer as mentioned above and to the extent of their shareholding interest, none of the directors or managers or key managerial personnel of the Company or the relatives of the said persons are interested in the said resolution.

No change in control of the Company or its management of its business is intended or expected pursuant to the Offer.

The Board recommends the resolutions in Item No.1 of the Notice for your approval as a special resolution. Accordingly, approval of the members of the Company is sought to issue Equity Shares under Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each, as amended.

#### **Item No. 2**

The Board intends to alter the existing Memorandum of Association of the Company in order to align it with the requirements of the Companies Act, 2013. Pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder, as applicable, any amendment in the Memorandum of Association requires approval of the members of the company by way of special resolution.

The Board recommends the resolution stated at Item No. 2 for approval of the members of the Company.

None of the directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said resolution except to the extent of their shareholding interest in the Company.

#### **Item No. 3**

In order to undertake the proposed public issue, the Company will be required to ensure that the articles of association of the Company (the “**Articles of Association**”) conform to the requirements and directions of relevant stock exchanges prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India and the relevant stock exchanges. The Company therefore proposes to adopt a new set of Articles of Association that shall conform to the requirements and directions provided by the stock exchanges and contain such other articles as required by a public limited company under applicable laws (including the Companies Act, 2013).

Copy of existing Articles of Association and revised Articles of Association will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the extra-ordinary general meeting.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, as applicable, any amendment in Article of Association requires approval of the members of the company.

The Board recommends the resolution stated at Item No. 3 for approval of the members of the Company.

None of the directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said resolution except to the extent of their shareholding interest in the Company.

#### **Item No. 4**

As the Company is proposing to undertake an initial public offering of shares of the Company, the ESOP Scheme 2007 (as amended from time to time) requires necessary amendments and variations to comply with the applicable provisions of the Companies Act, 2013, to the extent notified, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (the “**SEBI SBEB Regulations**”) and related circulars. As per SEBI SBEB Regulations the necessary amendments and variations to the ESOP Scheme 2007 need to be approved by the shareholders of the Company by way of a special resolution and accordingly the same is being placed before the shareholders for their approval.

#### **A. The main features of the ESOP Scheme 2007 are as under:**

- (i) Total number of stock options to be granted: The quantum of Options to be granted under this Plan per Employee and in aggregate to be as decided by the Nomination and Remuneration Committee
- (ii) Identification of classes of employees entitled to participate in the Employee Stock Option Scheme(s):

Following classes of employees are entitled to participate in the ESOP 2007:

- (a) a permanent employee of the Company who has been working in India or outside India; or
  - (b) a director of the Company, whether a whole time director or not but excluding an Independent Director; or
  - (c) an employee as defined in sub-clauses (a) or (b) of a subsidiary, in India or outside India, or of a Holding Company (as defined hereinafter) of the Company but does not include:-
    - (i) an employee who is a Promoter or a person belonging to the Promoter Group; or
    - (ii) a director who either himself or through his Relatives (as defined hereinafter) or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding Shares of the Company.
- (iii) Requirements of vesting and period of vesting:

Subject to the SEBI SBEB Regulations, vesting of the options granted under the ESOP 2007 shall be as follows:

| Percentage of Options vested | Date of Vesting                  |
|------------------------------|----------------------------------|
| 33%                          | 24 months from the date of grant |
| 33%                          | 36 months from the date of grant |
| 34%                          | 48 months from the date of grant |

(iv) Maximum period within which the Options shall be vested: 48 months from the date of grant

(v) Exercise price or pricing formula:

**“Exercise Price”** means the price determined by the Nomination and Remuneration Committee payable by the Option Grantee for issue of Shares against the Options granted to him and vested in him in pursuance of this Plan.

(vi) Exercise period and the process of Exercise:

The Employees shall Exercise the vested Options before the Closing Date, unless otherwise specified by the Nomination and Remuneration Committee, at its sole discretion, at the time of Grant of the Option.

The vested Options not duly exercised within the Exercise Period shall lapse.

The vested Options shall be exercisable according to the terms and conditions as determined and mentioned under this Scheme. The Employee shall Exercise his Options within the Exercise Period from the date of Vesting.

The Option Grantee, may, at any time during the Exercise Period, and subject to fulfilment of the conditions on which the Options have been granted, Exercise the vested Options by submitting an application along with the Exercise Price and the applicable taxes.

The Grantee can Exercise the vested Options subject to the adherence of Insider Trading Code of Conduct of the Company and other Applicable Laws.

Upon completion of a valid Exercise of Options, the Trust shall transfer the shares to the Grantee as per this Plan and the terms specified by the Nomination and Remuneration Committee.

(vii) The appraisal process for determining the eligibility of employees to ESOP 2007: As determined by the Nomination and Remuneration Committee

(viii) The lock-in period, if any: Nil

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

The maximum number of Options that can be granted to any eligible Employee during any one-year shall not be equal to or exceed 1% (one percent) of the issued share capital of the Company at the time of Grant of Options except subject to the separate approval of the shareholders in a general meeting.

(x) Implementation of the ESOP 2007

The Company has constituted a trust, known as the Uniparts ESOP TRUST (the “Trust”), as an irrevocable private trust under the Indian Trust Act, 1882. The Trust shall administer and implement the ESOP Scheme 2007 in accordance with the directions given by the Nomination and Remuneration Committee from time to time under this Scheme.

(xi) Maximum quantum of benefits to be provided per employee and in aggregate: Not applicable

(xii) The amount of loan to be provided for implementation of ESOP 2007 by the Company to the trust: Not applicable as on date

(xiii) Maximum percentage of secondary acquisition that can be made by the trust: Not applicable

(xiv) The Company shall follow the requirements of the ‘Guidance Note on Accounting for employee share based Payments’ (Guidance Note) or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein. Where the existing Guidance Note or Accounting Standard do not prescribe accounting treatment or disclosure requirements for the ESOP 2007 then the Company shall comply with the relevant Accounting Standard as may be prescribed by the ICAI from time to time.

(xv) Method of Option valuation:

As determined by the Nomination and Remuneration Committee.

(xvi) Rationale for the variation:

The ESOP 2007 has been amended to bring it in compliance with the SEBI SBEB Regulations and related circulars, the Companies Act, 2013 and the rules thereunder. The varied terms of ESOP 2007 are not prejudicial to the interests of the option holders.

The Board recommends the resolution stated at Item No. 4 for approval of the members of the Company by way of special resolution.

None of the directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said resolution except to the extent of shareholding interest in the Company.

**Item No. 5**

In relation to the proposed Offer, the Company proposes to increase the aggregate limit of investment by non-resident Indians in the Company to 100% of the paid-up equity share capital. This would allow non-resident Indians to acquire to a greater extent to the equity shares proposed to be offered in the Offer and also allow effective post-listing trading in the Equity Shares by non-resident Indians.

The Board recommends the resolution stated at Item No. 5 for approval of the members of the Company.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except to the extent of shareholding interest in the Company.

**Item No. 6**

Keeping in view the Uniparts group's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits from Rs. 300 crores to Rs. 500 Crores for the Company alone and from Rs.500 crores to Rs.700 crores for the Company and its subsidiary companies taken together.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorisation is also proposed to be increased from Rs. 300 crores to Rs. 500 Crores for the Company alone and from Rs.500 crores to Rs.700 crores for the Company and its subsidiary companies taken together.

Hence, the Special Resolution at Item No.6 of the Notice is being proposed, since the same exceeds the limits provided under Section 180(1)(a) & 180(1)(c) of the Act. The Directors recommend the Special Resolution as set out at Item No. 6 of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

**Item No. 7**

The Company's wholly owned subsidiary, Uniparts USA Limited ("Subsidiary") was operating from an owned warehouse situated at 1901, Willian Few Parkway, Horizon North Industrial Park, Grovetown, GA 30813, USA ("Property").

Since the warehousing operations of the Subsidiary have been shifted to another leased premises and the Property will not be used for any purposes, the Board of Directors of the Company, at its meeting held on 23<sup>rd</sup> November, 2018, has approved and recommended to sell/transfer/dispose off the whole/part of the Property, subject to the consent of shareholders by way of special resolution.

In compliance with the applicable provisions of the Companies Act, 2013 and as per the corporate governance requirements, the Directors recommend the Special Resolution as set out at Item No. 7 of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on the Tuesday, 27<sup>th</sup> November, 2018 at 11 a.m. at Gripwel House, Block-5, Sector C 6 & 7, Vasant Kunj, New Delhi – 110 070, India and at any adjournment thereof in respect of such item as indicated below:

| Item No. | Particulars  |
|----------|--|
| 1.       | To consider and approve the Initial Public Offering (“IPO”) of the Company, comprising of combination of a fresh issue and an offer for sale of equity shares by the existing shareholders |
| 2.       | To consider and adopt new Memorandum of Association of the Company   |
| 3.       | To consider and adopt new Articles of Association of the Company   |
| 4.       | To consider and approve variation of terms of the Employee Stock Option Plan 2007 of the Company   |
| 5.       | To consider and approve increase in NRI limit  |
| 6.       | To consider and increase borrowing powers of the board and authorization limit to secure the borrowings under Section 180(1)(c) and 180(1)(a) of the Companies, Act, 2013                  |
| 7.       | To consider and authorise to sell certain property held in the name of Uniparts USA Limited, wholly owned subsidiary of the Company  |

Signed this..... day of..... 2018

|                           |
|---------------------------|
| Affix<br>Revenue<br>Stamp |
|---------------------------|

.....  
Signature of shareholder

.....  
Signature of proxy holder(s)

Note:

- I. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorized by it and an authenticated copy of such authorization should be attached to the proxy form.
- II. This duly filled, stamped and signed form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

# ATTENDANCE SLIP

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UNIPARTS  
GROUP

## UNIPARTS INDIA LIMITED

CIN- U74899DL1994PLC061753

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

Tel No: +91 11 2613 7979; Fax No: +91 11 2613 3195

**Corporate Office:** Ground Floor, SB Tower, Plot No. 1A/1, Sector 16A, Noida, Uttar Pradesh- 201 301;

Tel: +91 120 458 1400; Fax: +91 120 458 1499

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

Extra-Ordinary General Meeting- Tuesday, 27<sup>th</sup> November, 2018

Registered Folio No./ DP ID No./ Client ID No.

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Number of Shares held

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I certify that I am member/proxy for the member of the Company.

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on Tuesday, 27<sup>th</sup> November, 2018 at 11 AM at the registered office of the Company at Gripwel House, Block-5, Sector C 6 & 7, Vasant Kunj, New Delhi - 110070.

.....  
Name of the member/proxy  
(in Block letters)

.....  
Signature of the member/proxy

Note: Please fill up the attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Notice of the EGM



# ROUTE MAP - VENUE OF EGM AS ON 27<sup>TH</sup> NOVEMBER, 2018

**Address of Venue:** Gripwel House, Block-5,  
Sector C - 6 and 7, Vasant Kunj,  
New Delhi 110070.

**Landmark:** Delhi Public School, Vasant Kunj

