

## NOTICE OF THE 23<sup>rd</sup> ANNUAL GENERAL MEETING

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Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting of the members of Uniparts India Limited will be held on Friday, the 22<sup>nd</sup> day of September, 2017 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 businesses:

### Ordinary Business:

1. To receive, consider and adopt:
  - a. the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 together with the reports of the Board of Directors and the Auditors thereon; and
  - b. the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 and the report of Auditors thereon.
2. To appoint a Director in place of Mr. Paramjit Singh Soni (DIN 00011616), who retires by rotation at this Annual General Meeting for compliance with the requirements of Section 152 of the Companies Act, 2013 and, being eligible, has offered himself for re-appointment.
3. To appoint M/s Rakesh Banwari & Co., Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration and for the purpose, to consider and if thought fit, to pass, with or without modification(s) the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act 2013 read with the rules framed thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force)

and based on the recommendations of the Audit Committee and Board, M/s Rakesh Banwari & Co., Chartered Accountants (ICAI Registration No. 009732N) be and is hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 28<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2022, subject to ratification of appointment by members at each Annual General Meeting and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Board of Directors of the Company (or any Committee thereof) in consultation with the Statutory Auditors, and that such remuneration may be paid on a progressive billing basis to be agreed upon between the Auditors and the Board of Directors of the Company.

**RESOLVED FURTHER THAT** Mr. Gurdeep Soni, Chairman & Managing Director of the Company and Mr. Mukesh Kumar, Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things, including but not limited to filing of necessary forms, papers and documents with Registrar of Companies, NCT-Delhi & Haryana as may be considered necessary, proper or expedient in order to give effect to the above resolution.”

### Special Business:

4. To re-appoint Mr. Gurdeep Soni as Chairman & Managing Director of the Company and for the purpose, to consider and if thought fit, to pass, with or without modification(s), the following resolution for as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 including any

statutory modification or reenactment thereof, or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard, consent of the members be and is hereby accorded to the appointment of Mr. Gurdeep Soni as Chairman & Managing Director of the Company for a period of three years with effect from 1<sup>st</sup> April, 2018 till 31<sup>st</sup> March, 2021, without any remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.”

5. To ratify the Cost Auditors’ remuneration for the Financial Year 2017-18 and for the purpose, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), the members hereby approve/ratify the remuneration of ₹ 4,00,000 (Rupees Four Lacs Only) plus applicable tax and reimbursement of out of pocket expenses at actuals, for the financial year ended 2017-18 to M/s. Vijender Sharma & Co., Cost Accountants (Firm Registration No. 00180), re-appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2017.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or

doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.”

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

**(Mukesh Kumar)**  
**Company Secretary**  
**ACS - 17925**  
**Place: Noida**  
**Date: 15<sup>th</sup> June, 2017**

**Uniparts India Limited**  
**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**  
Ground Floor, SB Tower  
Plot No. 1A/1, Sector 16A,  
Film City, Noida  
Uttar Pradesh- 201 301  
India  
Tel: +91 120 458 1400  
Fax: +91 120 458 1499

**Corporate Identity Number**  
U74899DL1994PLC061753

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS OF THE COMPANY NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE ANNUAL GENERAL MEETING. A PROXY FORM FOR THE ANNUAL GENERAL MEETING IS ENCLOSED.**
2. Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days' notice in writing of the intention so to inspect is given to the Company.
3. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Annual General Meeting.
4. A statement pursuant to Section 102 of the Companies Act, 2013, with respect to Special Business set out in the Notice is annexed hereto.
5. Reappointment of Director: In terms of Section 152 of the Companies Act, 2013, Mr. Paramjit Singh Soni (DIN 00011616), Director, retires by rotation at the Meeting and being eligible, offer himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. Brief profile & other details of Mr. Paramjit Singh Soni, as required under Secretarial Standards (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government, is annexed to the Notice.
6. All relevant documents referred to in the accompanying Notice and the Statement annexed pursuant to Section 102 of the Companies Act, 2013, including 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, will be available for inspection in physical or in electronic form by the members at the Registered Office on all working days between 11.30 A.M. to 1.30 P.M. up to the date of the Annual General Meeting. Further, the copies thereof shall also be made available for inspection in physical or in electronic form at the Corporate Office of the Company on all working days between 11.30 A.M. to 1.30 P.M. up to the date of the Annual General Meeting.
7. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of bank account details to their respective Depository Participant(s).
8. Annual Report 2016-17 with Attendance Slip and Proxy form are being sent by electronic mode to all the members whose email addresses

are registered with the Company/ Depository Participants(s) for communication purposes unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report for FY 2016-17 are being sent by the permitted mode.

9. The Company has received the requisite consents/ declarations for the reappointment of Directors and appointment of Auditors.
10. Members may also note that the Notice of the 23<sup>rd</sup> Annual General Meeting will also be available on the Company's website [www.unipartsgroup.com](http://www.unipartsgroup.com). The physical copies of the Notice of the 23<sup>rd</sup> Annual General Meeting of the Company will also be available at the Company's Registered Office as well as Corporate Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at [compliance.officer@unipartsgroup.com](mailto:compliance.officer@unipartsgroup.com).
11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. In case of any query relating to the Annual Accounts, the members are requested to send the same to the Company Secretary at the Corporate Office of the Company at least 10 days before the date of Annual General Meeting, so as to enable the management to keep the information ready for replying at the meeting.
13. The complete particulars of the venue of the Meeting, including route map and prominent land mark for easy location, is specified on the last page of the Annual Report.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following statement sets out all material facts relating to Special Business mentioned in the accompanying Notice:

**ITEM NO. 4**

Mr. Gurdeep Soni, aged 62 years, is the Chairman and Managing Director of the Company and has been associated with the Company since its incorporation. He was appointed as a Director of the Company on September 26, 1994. He holds a master of management studies degree from Birla Institute of Technology and Science, Pilani. He has approximately 35 years of work 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 Group.

Mr. Gurdeep Soni was appointed as "Chairman & Managing Director" of the Company, for a period of 3 years with effect from 1<sup>st</sup> April, 2015 without any remuneration.

As the current term of appointment of Mr. Gurdeep Soni is expiring on 31<sup>st</sup> March, 2018, Board of Directors, on the recommendations of Nomination & Remuneration Committee, have approved the re-appointment of Mr. Gurdeep Soni as Chairman & Managing Director of the Company, for a further period of 3 (three) years effective from 1<sup>st</sup> April 2018, without any remuneration.

He presently draws his remuneration from Gripwel Fasteners Private Limited, a wholly owned subsidiary of the Company.

**Directorships in other Companies as on 31<sup>st</sup> March, 2017:**

**Indian Companies**

1. Gripwel Fasteners Private Limited
2. Sweaty Spirit Apparel Limited (Formerly known as Ace Tractor Parts Limited)
3. G K P Farms Private Limited
4. Avid Maintenance Private Limited
5. SKG Engineering Private Limited

6. Amazing Estates Private Limited
7. Tima Trading Private Limited
8. SGA Trading Private Limited
9. Uniparts Engineering Private Limited
10. Oilintec Private Limited
11. Vivify Net Private Limited
12. Silveroak Estate Private Limited

#### Companies incorporated outside India

1. Uniparts USA Limited
2. Uniparts Olsen Inc.
3. Uniparts Europe B.V.

No. of board meetings attended during the financial year 2016-17: Mr. Gurdeep Soni has attended all the 4 (four) board meetings held during the financial year 2016-17.

#### Shareholding:

Mr. Gurdeep Soni holds 149,55,570 (33.14%) shares in the Company.

#### Board Committees positions in other companies:

Mr. Gurdeep Soni does not hold any membership/ chairmanship of Board Committees of any other company.

Relationship(s) with other directors and Key Managerial Personnel: Mr. Paramjit Singh Soni and Mr. Gurdeep Soni, are brothers.

None of the Directors (except Mr. Paramjit Singh Soni), Key Managerial Person or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the ordinary resolution set forth in Item no. 4 of the Notice for the approval of the members.

#### **ITEM NO. 5**

The Board of Directors, on the recommendation of the Audit Committee, have approved the appointment of M/s. Vijender Sharma & Co., Cost Accountants (Firm Registration No. 00180), as the Cost Auditors of the Company for the financial year

2017-18 at a remuneration of ₹ 400,000/- (Rupees Four Lacs Only), excluding tax (as applicable) and reimbursement of out of pocket expenses incurred by the Cost Auditors on actual basis.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

None of the Directors, Key Managerial Person or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the ordinary resolution set forth in Item no. 5 of the Notice for the approval of the members.

**Additional information of the Auditor & Director recommended for appointment and re-appointment respectively (in pursuance of Secretarial Standards (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government)**

#### **ITEM NO. 2**

##### Brief Profile of Mr. Paramjit Singh Soni

Mr. Paramjit Singh Soni, aged 56 years, is the Vice Chairman and executive Director of the Company and has been associated with our Company since its incorporation. He was appointed as Director of the Company on September 26, 1994. He holds bachelor's degree in commerce from the University of Delhi. He has 32 years of work experience in different roles within the Uniparts Group and is presently based in the USA. He is responsible for the OEM business of the Uniparts Group and also actively involved in the formulation of corporate

strategy and planning, and concentrates on the inorganic growth and diversification plans of the Company.

As Mr. Paramjit Singh Soni, Executive Director of the Company, being longest in office, will retire by rotation at the ensuing annual general meeting of the Company, therefore to ensure compliance with the provisions of Section 152 of the Companies Act, 2013, his re-appointment shall not constitute a break in his office as Director of the Company.

He presently draws his remuneration from Uniparts USA Limited, a wholly owned subsidiary of the Company. Mr. Paramjit Singh Soni is not drawing any remuneration from Uniparts India Limited.

Directorships in other Companies as on 31<sup>st</sup> March, 2017:

Indian Companies

- a. G K P Farms Private Limited
- b. Avid Maintenance Private Limited
- c. SKG Engineering Private Limited
- d. Sweaty Spirit Apparel Limited (Formerly known as Ace Tractor Parts Limited)
- e. Amazing Estates Private Limited
- f. Tima Trading Private Limited
- g. Gripwel Fasteners Private Limited

Companies incorporated outside India

- a. Uniparts USA Limited
- b. Uniparts Olsen Inc.
- c. Uniparts Europe B.V.

No. of board meetings attended during the financial year 2016-17: Mr. Paramjit Singh Soni has attended 2 (two) board meetings held during the financial year 2016-17.

Shareholding:

Mr. Paramjit Singh Soni holds 65,95,090 (14.61%) shares in the Company.

Board Committees positions in other companies:

Mr. Paramjit Singh Soni does not hold any membership/ chairmanship of Board Committees of any other companies.

Relationship(s) with other directors and Key Managerial Personnel: Mr. Paramjit Singh Soni and Mr. Gurdeep Soni, are brothers.

None of the Directors (except Mr. Gurdeep Soni), Key Managerial Person or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the ordinary resolution set forth in Item no. 2 of the Notice for the approval of the members.

**ITEM NO. 3**

The members of the Company in the 20<sup>th</sup> Annual General Meeting had appointed M/s S.C. Varma and Co., Chartered Accountants, as Statutory Auditors of the Company to hold office till the conclusion of 23<sup>rd</sup> Annual General Meeting of the Company.

Since the tenure of Statutory Auditors with the Company will expire at the conclusion of this Annual General Meeting, it is mandatory for the Company to appoint any other Chartered Accountant firm as Statutory Auditors in place of the current outgoing Statutory Auditors M/s. S.C. Varma and Co., Chartered Accountants, (Firm Registration No. 000533N), in terms of section 139 of the Companies Act and rules made thereunder.

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of M/s Rakesh Banwari & Co., Chartered Accountants, (Firm Registration No. 009732N), as the Statutory Auditors of the Company, for a period of five years from the conclusion of 23<sup>rd</sup> Annual General Meeting till the conclusion of 28<sup>th</sup> Annual General Meeting of the Company, subject to ratification by members at each Annual General Meeting.

None of the Directors, Key Managerial Person or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary Resolution set forth in Item no. 3 of the Notice for approval of the members.