



**BUILDING  
THE WORLD.  
FEEDING ITS  
PEOPLE**

LEVERAGING ENGINEERING  
COMPETENCIES AND A  
GLOBAL DELIVERY MODEL





**Our FY2023-24 performance**

**11.39**

₹ billion, revenue (₹13.66 billion, FY2022-23)

**18%**

% EBITDA margin (23%, FY2022-23)

**11%**

% PAT margin (15%, FY2022-23)

**19.5%**

% ROCE (35.9%, FY2022-23)

## Contents

**PART #1**

**Who we are and what we do**

- 08 Corporate snapshot
- 14 Our consolidated financial performance across the years

**PART #2**

**The big picture of our relevance in a modern world**

- 18 The new world and how it sees farm mechanisation
- 20 The mechanised farming universe
- 22 Uniparts. Playing an active role in enhancing food security
- 24 Uniparts. Making critical components for equipment that build the world

**PART #3**

**The Uniparts management's perspective**

- 28 The Chairman's perspective
- 32 The Vice Chairman's annual operating review

**PART #4**

**How Uniparts is positioned to enhance value in a sustainable way**

- 36 The Uniparts business model
- 38 Manufacturing competence at Uniparts
- 40 Customer relationship management and marketing competitiveness
- 41 Digitalisation at Uniparts
- 42 Talent management at Uniparts
- 43 Environment-Social-Governance (ESG)
- 48 Corporate social responsibility at Uniparts
- 49 Management discussion and analysis
- 54 Board of Directors

**PART #5**

**Statutory report**

- 56 Board's report
- 77 Corporate Governance Report
- 106 Business Responsibility & Sustainability Report (BRSR)

**PART #6**

**Financial statements**

- 138 Standalone Financial Statement
- 208 Consolidated Financial Statement
- 279 Notice

# Corporate Information

## Board of Directors

- Mr. Gurdeep Soni**  
Chairman & Managing Director
- Mr. Paramjit Singh Soni**  
Executive Director & Vice Chairman
- Mr. Herbert Coenen**  
Non- Executive Director
- Mr. Parmeet Singh Kalra**  
Independent Director
- Mrs. Celine George**  
Independent Director
- Mr. Sanjeev Kumar Chanana**  
Independent Director
- Mr. Alok Nagory**<sup>1</sup>  
Independent Director
- Ms. Shradha Suri**<sup>2</sup>  
Independent Director
- Mr. Ajaya Chand**<sup>3</sup>  
Independent Director

Note 1 & 2 - Ceased to be Directors on August 22, 2024  
Note 3 - Appointed on August 08, 2024

## Key Managerial Personnel

- Group Chief Operating Officer**  
Mr. Sudhakar Kolli
- Group Chief Financial Officer**  
Mr. Rohit Maheshwari
- Head Legal, Company Secretary and Compliance Officer**  
Mr. Jatin Mahajan

## Auditors

### Statutory Auditors

S.C. Varma & Co.  
Chartered Accountants

### Internal Auditors

I Grant Thornton India LLP  
Chartered Accountants

II S. Bhalla & Co.

Chartered Accountants

### Secretarial Auditors

Sanjay Grover & Associates  
Company Secretaries

### Cost Auditors

Vijender Sharma & Co.  
Cost Accountants

## Registrar and Share Transfer Agent

### Link Intime India Private Limited

Noble Heights, 1<sup>st</sup> Floor, Plot No. NH 2,  
LSC, C-1 Block, Near Savitri Market,  
Janakpuri, New Delhi-110058, India.  
Tel: +91 11 49411000

## Registered Office

Gripwel House, Block 5, Sector C 6 & 7,  
Vasant Kunj, New Delhi-110070, India.  
Tel: +91 11 2613 7979  
Fax: +91 11 2613 3195

## 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

Email: [compliance.officer@unipartsgroup.com](mailto:compliance.officer@unipartsgroup.com)

Website: [www.unipartsgroup.com](http://www.unipartsgroup.com)



THEME OF THIS REPORT

# Building the world.

**The global infrastructure growth story remains unceasing.**

This is on account of sustained urbanisation, economic development, technological advancements, government investments, climate change-proof construction needs, logistics needs, aging infrastructure, life quality improvements and enhanced incomes.

*A company like Uniparts is attractively placed to capitalise as it manufactures products that are core to construction equipment and play a positive role in enhancing construction outcomes.*



# Feeding its people.

**By 2034, the world population could grow from about 8 billion to around 9 billion.**

The land available to grow more food to feed this population growth could, at best, be the same or decline.

Food and Agriculture Organisation estimates that global food production will need to increase 60% over 2005-2007 levels.

This will make it imperative to increase agricultural technology – mechanisation included – to produce more food.

*This brings into reality companies like Uniparts consistently engaged in the manufacture of agricultural equipment components and accessories directed at enhancing farm productivity.*





# 5



## key messages of this Annual Report



### 01

**Uniparts** is one of the prominent proxies to address a growing global need for food security and urbanisation.

### 02

**The** Company is a long-term, reliable global supply chain partner to some of the largest global tractor and construction equipment manufacturers.

### 03

**The** Company possesses a validated strength in global outsourcing, manufacture and supply chain derisking, reflected in the capacity to service global customers



04

**The** Company operates out of India, USA and Europe as a global design-engineering-solution providing organisation.

05

**The** Company's robust foundation has translated into a multi-decade track record of stakeholder value accretion.



PART 1

# What we are and what we do







## CORPORATE SNAPSHOT

# Uniparts India Limited.

Building the world. Feeding its people. Leveraging engineering competencies and a global delivery model. A technology-driven manufacturer specialising in critical products with high SKU complexity. Meeting the demands of the global and Indian off-highway vehicle markets. Established a global enterprise through reliable and responsible outsourcing, characterised by long-term partnerships with prestigious global clients. Developed a business model that is financially robust, profitable and sustainable, evidenced by net cash reserves, low leverage and impressive capital efficiency.

### **Vision**

Become a significant global business and supply partner of core systems to the off-highway market with a significant market presence in agricultural and construction market. Grow markets with innovative solutions & products and create value for all stake-holders by providing high-quality engineered solutions to our customers.

## Values



Passion



Innovation



Integrity



Excellence



Teamwork

### Our history

Incorporated in 1994, Uniparts India Limited is a prominent manufacturer based in India, specialising in the production of intricate engineered solutions. Renowned for its excellence, the Company leads the market in supplying systems and components tailored for off-highway applications.

Over a span of more than three decades, UIL has ascended to a pre-eminent position, excelling in key offerings such as 3-point linkage (3PL) and precision machine parts (PMP) designed for off-highway vehicles worldwide. Its expertise lies in crafting sophisticated, essential and low-volume, high-SKU products.

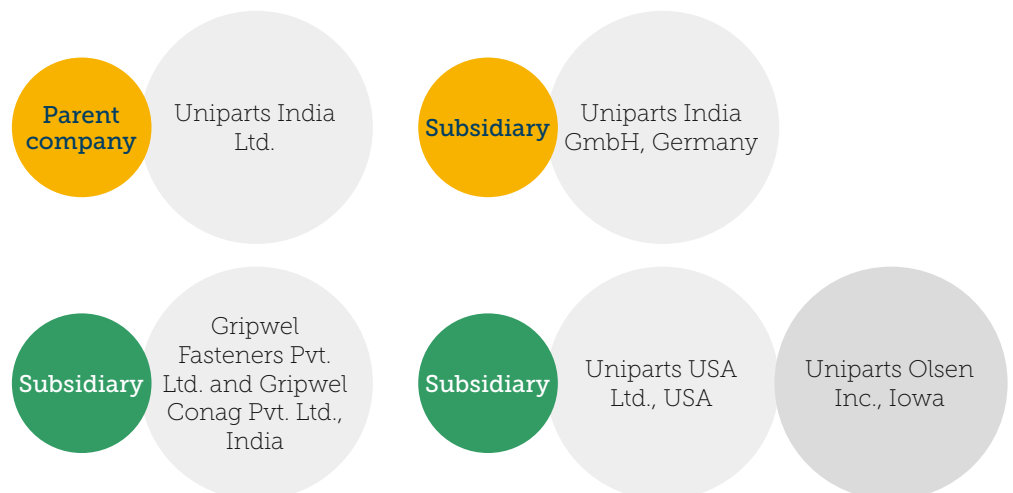
UIL has strengthened its reputation as the preferred partner for global leaders across sectors, including agriculture, construction, forestry and mining. With

a strong presence spanning original equipment manufacturers (OEMs) and the aftermarket, the Company continues to grow as a trusted customer ally.

### Group companies

Uniparts operates as a multinational corporation, with Uniparts India Ltd. (UIL) operating as a parent company with global and Indian subsidiaries rolling into the parent entity. These subsidiaries have been strategically established to cater to specific business segments, territories and end markets. Each subsidiary is independently managed by a leadership team responsible for delivering results across respective market segments.

### The Uniparts Group





## Leadership

Gurdeep Soni and Paramjit Singh Soni, the driving forces behind the Company, serve as Chairman cum Managing Director and Vice Chairman cum Executive Director, respectively. Gurdeep Soni brings over four decades of versatile experience within the Uniparts Group, while Paramjit Singh Soni contributes a wealth of knowledge and expertise. Sudhakar S Kolli, the Group Chief Operating Officer, possesses over three decades of extensive experience in P&L management, operations and customer relationship management. Herbert Coenen, member of the Board of Directors and Head of German Operations as well as business development and technology, is an industry veteran with over three decades of rich experience. This seasoned senior leadership team possesses profound expertise in the Off-highway segment and is strategically positioned across key geographies and time zones, including the US, Europe and India.

## Our locations

The Company operates six manufacturing facilities across India, including three in Ludhiana, one in Visakhapatnam and two in Noida. The Company's international manufacturing operations are situated in Iowa (one manufacturing plant and one warehouse), Georgia (one warehouse) within the United States and Germany (one warehouse).

## Products

**Agriculture:** The Company's agriculture segment comprises the 3-point linkage system, assemblies, precision machined parts, power take-off components, fabrication solutions, forgings and hydraulic cylinder solutions.

**Construction and forestry:** The Company manufactures precision machined parts, hydraulic cylinder solutions and fabrication solutions for mobile construction equipment.

## Customers

The Company's customer base comprised more than 125 customers. The Company's prestigious clientele comprised marquee OEM and organised Aftermarket names. Several key customers had been associated with the Company for ten years or more by the close of FY2023-24.

## Our landscape

The Company has been servicing customers in over 25 countries across all major geographies producing off-highway vehicles, including Americas, Europe, Asia Pacific (including India and Japan).

## Our team

The Company, driven by knowledge, boasts a skilled workforce of over 300 engineers and technical diploma holders, alongside a robust team of over 50 business development and sales/customer service professionals. The senior leadership team brings an extensive experience and expertise in the off-highway vehicle (OHV)

industry. Approximately 40% employees had been part of the Uniparts Group for over a decade by the end of FY2023-24.

**Certifications**

The Company’s manufacturing facilities have been certified with ISO 9001: 2015 and ISO 14001: 2015. These testify to a high operational discipline and commitment to global certification standards.

**Credit rating**

The Company’s long-term issuer rating has been reaffirmed to ‘AA-(Stable)’ and short-term rating reaffirmed at ‘A1+’ by ICRA.

**Awards and recognition for FY2023-24**

The Company’s ability to maintain high standards of operations by continuously pushing the boundaries and exceeding

expectations has been recognised regularly by customers, industry bodies and forums:

- 15<sup>th</sup> National Kaizen Competition was held in January 2024 at CICU, Ludhiana, where teams from the Ludhiana factories bagged Gold awards in quality and productivity improvements respectively and Silver awards in the Automation, Energy and Poka Yoke categories.
- ACMA Cluster Star Performer Award, 2024 towards driving ACMA Cluster successfully at Vizag, Noida and Ludhiana plants and achieving exemplary results in the ACMA Engineering Excellence Cluster & ACMA Advance Cluster Program.
- Our Vizag facility received the prestigious Supplier Excellence Recognition Award 2023 from a leading global OEM customers in the Construction Machinery space, for excellent delivery and quality.

- This is in addition to recognition by one of our Japan-based OEM customer in FY2023-24; it awarded Uniparts with the ‘Star performance award’ as well as ‘Special delivery support award’.

**Big numbers**

**125+**

Customers

**25+**

Countries of sales reach

**20+**

Years of long-standing relationships with several key customers

**18%**

EBITDA margin

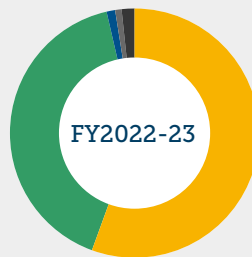
**51%**

Dividend payout of Profit After Tax

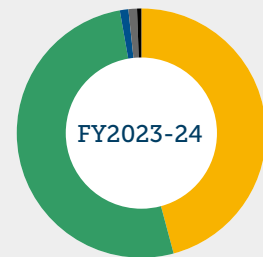
**300+**

Engineers/technical diploma holders

**Our productwise revenue drivers**

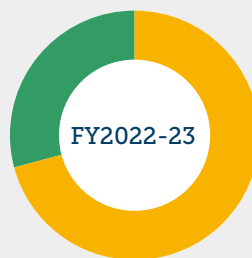


- 3PL 55.8%
- PMP 40.6
- PTO applications 1.2%
- Fabrication 0.8%
- Others 1.6%

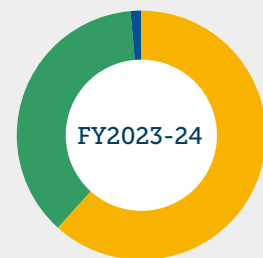


- 3PL 45.8%
- PMP 51.5%
- PTO applications 1.0%
- Fabrication 1.2%
- Others 0.4%

**Our industry segment wise revenue drivers**



- Agriculture: 70.9%
- Construction, forestry, mining: 29.1%
- Others: 1.3%



- Agriculture: 61.7%
- Construction, forestry, mining: 37.0%
- Others: 1.3%



# Uniparts Group. An extensive global footprint across three continents.



**Generated 86.2% finished goods sales from international geographies (non-Indian), FY2023-24.**

**Deepened relationships with marquee global customers.**

**Operated state-of-the-art manufacturing operations in India and USA.**

## Our state-of-the-art manufacturing units as well as warehousing and distribution units

### Ludhiana

**Year of commissioning:** Originally commissioned in 1990 and 1993 with a third facility added in FY2022-23

**Number of manufacturing facilities:** 3

**Certifications:** ISO 9001: 2015 and ISO 14001: 2015 (1 facility)

**Specialisations:** 3PL, PMP, fabrications and PTO

### Visakhapatnam

**Year of commissioning:** 2009

**Number of manufacturing facilities:** 1

**Certifications:** ISO 14001:2015 and ISO 9001:2015

**Specialisations:** 3PL, PMP and hydraulics

### Noida

**Year of commissioning:** 2000 and 2006

**Number of manufacturing facilities:** 2

**Number of distribution centers:** 1

**Certifications:** ISO 14001:2015 and ISO 9001:2015

**Specialisations:** 3PL, PMP, PTO and also a state-of-the-art 3PL life cycle testing facility



### Eldridge, Iowa, USA

**Year of acquisition:** 2005

**Number of manufacturing facility:**  
1

**Number of warehousing facilities:**  
1

**Certification:** ISO 9001:2015

**Specialisation:** PMP

### Augusta, Georgia, USA

**Year of commissioning:** 2005

**Number of warehousing facilities:**  
1

**Specialisation:** Warehousing and fulfilment tailored to customer requirements

### Hennef, Germany

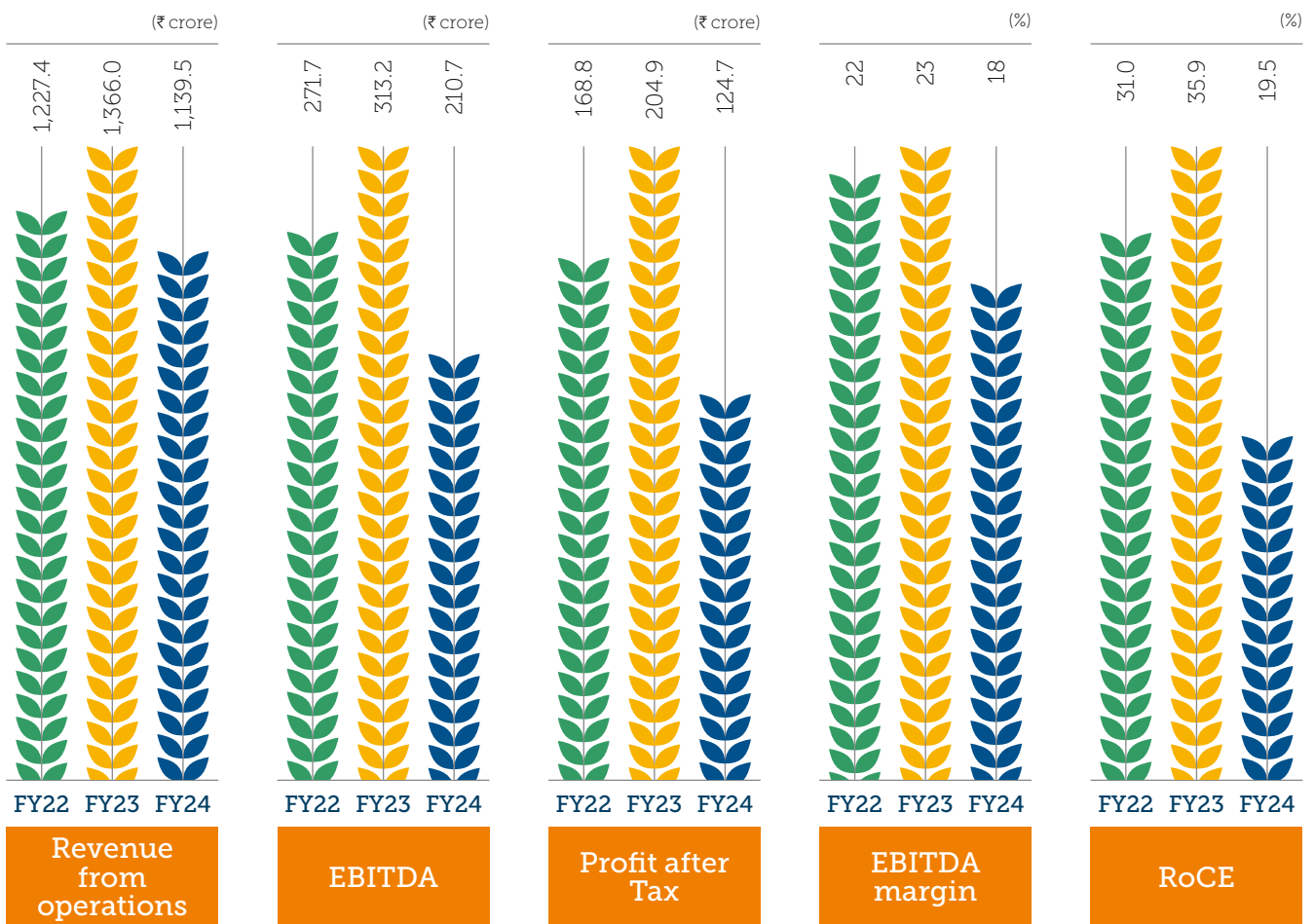
**Year of commissioning:** 2010

**Number of warehousing facilities:**  
1

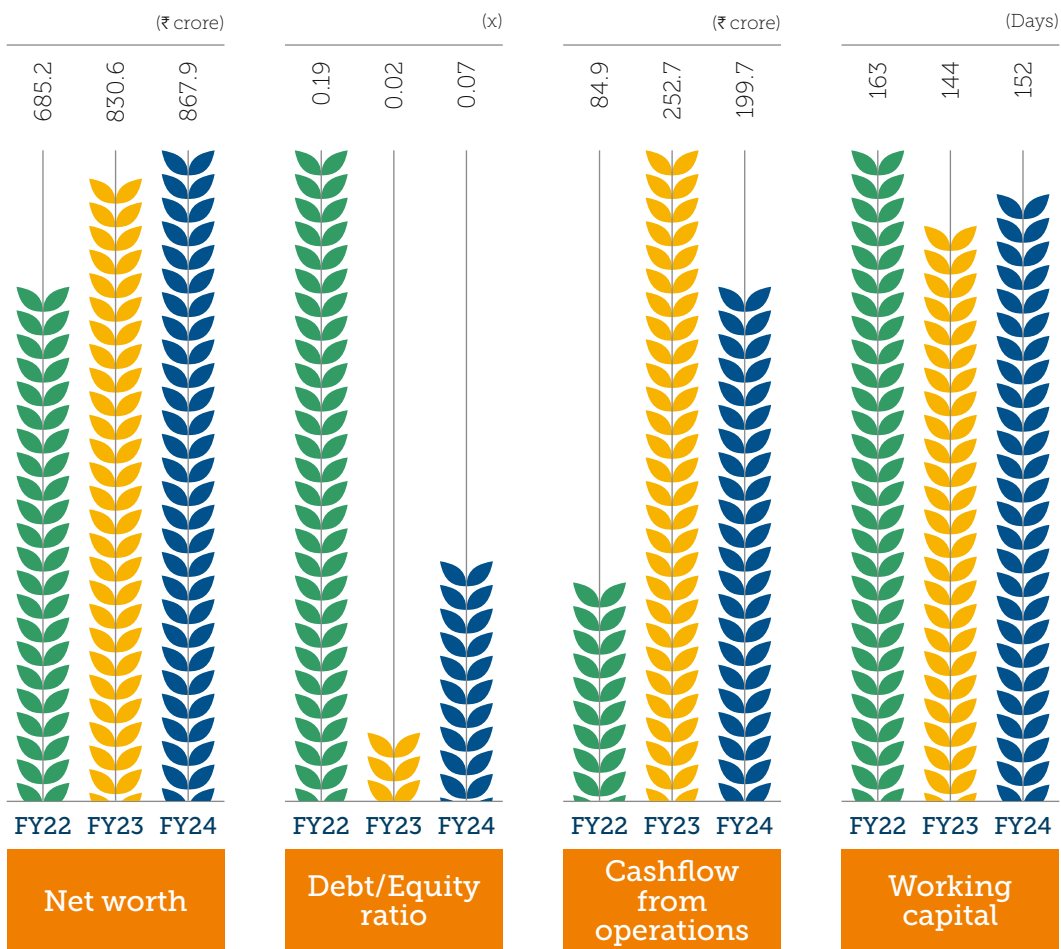
**Specialisation:** Warehousing and fulfilment tailored around customer requirements.



# Our consolidated financial performance across the years







Working Capital Days =  $(\text{Inventory} + \text{Receivables} - \text{Payables}) / \text{Revenue from Ops} \times 365$



PART 2

# The big picture of our relevance in a modern world



Farm mechanisation.  
Widening reality.

**Transformative global  
force.**

If you think food, think  
**'farm mechanisation'.**

If you think farm  
mechanisation, **recall  
'Uniparts'.**

THE FIRST WORD

# The new world and how it sees **farm mechanisation**

## Overview

The conventional image of farmers in most countries is someone toiling under the sun in a broad protective headgear.

The unconventional image of a farmer is someone sitting in air-conditioned comfort supervising farm equipment.

The new world is not as much about getting more out of the land; it is about getting more out of the equipment designed to get more out of the land.

The new world is not about farm mechanisation eating into jobs; it is about supplementing farm hands in enhancing land productivity.

The new world is not about seeing mechanised farm implements as the outsider; it is about integrating equipment into processes so that it becomes impossible to see one without the other.

The new world is not about being threatened by farm mechanisation; it is about enhancing the agricultural value chain from planting to harvesting.

The new world is not about seeing mechanisation as an adjunct to farms; it is about seeing the complement as a force for making the world a better place.

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INSIGHT

# The world is rethinking the role of the 'farm hand' who will never tire, **never leave and never ask for a raise**

The farm sector is one of the most vulnerable in the world because it is exposed to changes in weather patterns, pests, costs, trade flows, freight and geo-politics.

In this world of flux, the farmer has begun to see an insurance in farm mechanisation.

Farm mechanisation is helping enhance productivity, predictability and profitability.

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# The mechanised farming universe

The shift from manual to mechanised farming has transformed agricultural practices, impacting productivity, labour dynamics, economic structures and social aspects.

## Productivity and efficiency

### Increased yield

**Manual farming:** Dependent on human and animal labour, limiting efficiency.

**Mechanised farming:** Use of machinery like tractors and harvesters increases crop production and land use efficiency.

### Time management

**Manual farming:** Labour-intensive and time-consuming tasks.

**Mechanised farming:** Machinery reduces task time, enabling the management of larger areas and higher crop production.



## Labour dynamics

### Labour demand

**Manual farming:** High labour requirement involving families and seasonal workers.

**Mechanised farming:** Decreased need for manual labour, shifting demand to machine operation and maintenance.

### Skill requirements

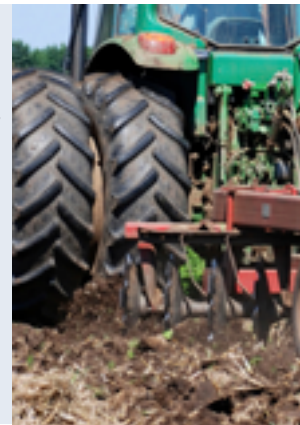
**Manual farming:** Relies on traditional knowledge and physical strength.

**Mechanised farming:** Requires technical skills for machinery operation and maintenance.

### Employment patterns

**Manual farming:** Provided widespread rural employment.

**Mechanised farming:** Reduces manual labour jobs but creates opportunities in machine operation, repair and agri-business management.



## Economic impact

### Farm income

**Manual farming:** Limited productivity and income.

**Mechanised farming:** Higher productivity and efficiency lead to increased incomes.

### Cost of production

**Manual farming:** High labour costs and inefficiencies.

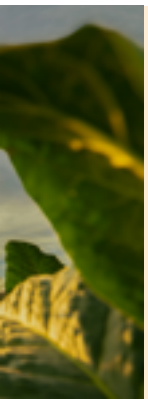
**Mechanised farming:** Higher initial investment but long-term cost savings through efficiency.

### Market access

**Manual farming:** Limited scaling and market reach.

**Mechanised farming:** Consistent, high-quality production improves market access.





## Social impact

### Rural lifestyles

**Manual farming:** labour-intensive lifestyle with limited education and leisure.

**Mechanised farming:** Frees up time for education and other activities, improving quality of life.

### Education and skills

**Manual farming:** Education often secondary to farming knowledge.

**Mechanised farming:** Emphasis on education and technical skills, enabling diverse career opportunities.

### Migration patterns

**Manual farming:** Economic constraints led to rural depopulation.

**Mechanised farming:** New rural job opportunities in agri-tech and machinery maintenance help arrest migration.



## Environmental impact

### Sustainability

**Manual farming:** Traditional and occasionally inefficient practices.

**Mechanised farming:** Can optimise resource use with precision technologies,

though may risk overuse if not managed sustainably.

### Land use

**Manual farming:** Limited expansion capability.

**Mechanised farming:** Supports large-scale operations, with potential land use efficiency.



## Technological advancement

### Innovation

**Manual farming:** Relied on traditional methods.

**Mechanised farming:** Uses advanced technologies like GPS-guided tractors and drones for efficient practices.

### Data-driven farming

**Manual farming:** Decisions based on intuition.

**Mechanised farming:** Informed decisions through data analytics and advanced technologies.

## THE BIG PICTURE

# Uniparts. Playing an active role in enhancing global food security

### Overview

An increasing global population and food demand are making agricultural machinery indispensable in boosting farm productivity.

Tractors lead the market for agricultural equipment, driven by the need for increased productivity and the adoption of precision farming across regions.

Developing countries, particularly in the Asia Pacific region, remain attractive due to relatively low mechanisation. Government support in India are promoting

the adoption of farm equipment. China continues to trust agricultural machinery for enhancing farm yields and food security.

The global agriculture equipment market is projected to grow from USD 180.81 billion in 2023 to USD 296.61 billion by 2030, at a CAGR of 7.3%.

Uniparts is a prominent name in the development of the tractor component supply chain across global markets, playing an active role in enhancing food security.

Several growth drivers are in play which are expected to lead healthy growth in global farm equipment market in the long term.

### Key market drivers



#### Increasing food demand

The global population is projected to grow from around 8 billion to around 8.5 billion by 2030, and 9.7 billion in 2050, making increased food production critical.

(Source: [www.un.org](http://www.un.org))



#### Sustainable practices

Agriculture equipment help in reducing soil erosion, minimise chemical use and improve energy efficiency and productivity, validating the case for sustainable agriculture.



#### Government incentives

Subsidies and support programs ensure food security, protect farmer incomes and strengthen the agricultural sector.



#### Technological innovations

Advanced technologies – global positioning system, robotics and precision farming - enhance efficiency, reduce labour costs and moderate environment impact.



# Uniparts. Helping modernise the global farm sector

## Overview

The global agriculture is modernising - improved processes, practices and productivity - with a singular objective to enhance farm productivity and put food on the table for all.

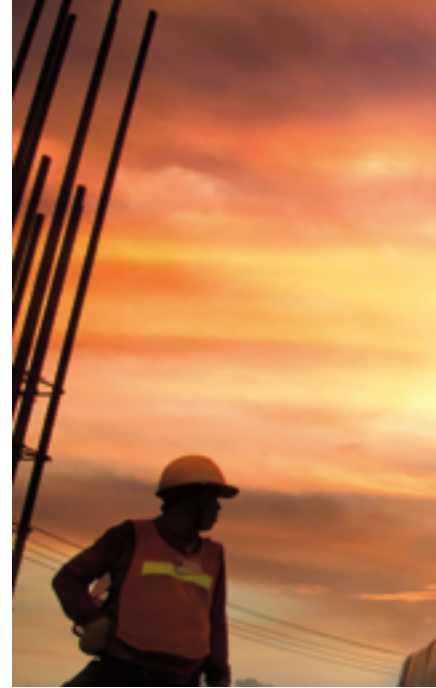
Mechanised farming helps farmers do just that: through streamlined operations, and optimised resources. During the last few years, innovations like GPS navigation, sensors, robotics and data analytics have revolutionised the space, facilitating real-time crop monitoring, precise fertilizer application and task automation.

Equipment manufacturers are deepening investments in research and development, introducing efficient and sustainable solutions. From tractors to irrigation systems, these advancements are being

directed to reduce environmental impact while maximising output. Consequently, the agriculture equipment market is passing through an exciting phase, enhancing modern farming practices.

Uniparts, through its array of offerings for agriculture equipment, such as 3-point linkage (3PL), precision machined parts (PMP), Power Take Off (PTO) and Fabrication components, is partaking in the forward journey of modern farming and continues to invest in modern features with the objective to enhance profitable farmer ownership, enhanced farm outcomes and community prosperity.





# Uniparts. Making critical components for **equipment that build the world**

## Overview

Most major economies and governments of the world are committing large budgets towards infrastructure expansion and upgradation.

India is making a disproportionate investment in infrastructure, housing for masses, creating a long-term economic catalyst.

Increased natural disasters and geopolitical conflict-led damages have magnified the need for enhanced rebuilding.

## The linkage between infrastructure activities and Uniparts



**Increased construction activity:** The core of infrastructure projects is construction, which drives the demand for construction equipment.



**Component requirement:** This increased demand for construction equipment directly translates into a higher requirement for essential components, a domain where Uniparts excels.



**Diverse infrastructure projects:** From roads and bridges to airports and railways, the breadth of infrastructure projects ensures a steady and diversified demand for Uniparts products.

## Uniparts' strategic position

Given these trends, Uniparts is positioned to capitalise on the global infrastructure boom. By the virtue of its focus on producing quality precision components for construction equipment, the Company is effectively addressing a growing long-term demand from the construction sector.



## Specific factors driving infrastructure demand

**Urbanisation:** The rapid migration of people to cities is necessitating the development of new housing, transportation and public utilities.

**Economic development:** Developing economies are investing heavily in infrastructure to support economic growth, attract foreign investment and improve the quality of life for their citizens.

**Aging infrastructure:** In developed countries, much of the existing infrastructure is aging and in need of repair or replacement, driving an investment in modernisation and upgrades.

**Government initiatives:** Governments around the world are implementing large-scale infrastructure projects as part of economic stimulus packages to create jobs and boost economic activity.

**Private sector involvement:** Public-private partnerships (PPPs) are becoming more common, leveraging private investment to fund infrastructure projects, reducing the financial burden on governments.

**Digital infrastructure:** The increasing reliance on technology has spurred investments in data centers, telecommunication networks and digital infrastructure.

**Sustainability and climate resilience:** There is a growing emphasis on building sustainable and resilient infrastructure to mitigate the impacts of climate change, leading to investments in renewable energy, green buildings and resilient urban planning.

**Global trade:** The expansion of global trade requires robust transportation and logistics infrastructure, including ports, airports, railways and highways, to facilitate the efficient movement of goods.

**Population growth:** Global population growth increases the demand for infrastructure such as schools, hospitals and utilities to support larger populations.

**Financing innovations:** New financing mechanisms, including infrastructure bonds and development finance institutions, are providing more capital for infrastructure projects.

**Policy reforms:** Reforms in regulatory frameworks and policies are making it easier to plan, finance and execute infrastructure projects, encouraging more investment in the sector.

**Emerging markets:** Rapid growth in emerging markets, particularly in Asia and Africa, is driving significant investment in infrastructure to support industrialisation and urbanisation.

**Global initiatives:** International initiatives like the India-Middle East-EU corridor and China's Belt and Road Initiative (BRI) are expected to promote large-scale infrastructure development across multiple countries, enhancing connectivity and economic integration.

**Health and safety infra upgrade:** The Covid-19 pandemic highlighted the need for robust health infrastructure, prompting investments in healthcare facilities, sanitation and emergency response systems.



PART 3

The Uniparts  
management's  
perspective

# How we progressively broad-based and **risk-mitigated our business**

From a complete revenue dependence on USA to 25+ countries today. From a predominant presence in the agriculture segment to the construction sector. From a focused aftermarket presence to servicing the aftermarket and leading OEMs. From largely 'manufacture to print' to a complement of design, value engineering and re-engineering (design-validate-manufacture). From a presence in core spaces to adjacent technology and business segments. From simple offshoring to a combination of offshoring and dual shoring. From investments in tangible assets to tangible cum intangible capabilities.



THE CHAIRMAN'S PERSPECTIVE

We are optimistic of riding through the **prevailing sectorial slowdown and emerging stronger**



Gurdeep Soni,  
Chairman and Managing Director

## Overview

The big message that I wish to communicate to stakeholders is that during the challenging financial year of FY2023-24, your Company continued to address prevailing ground realities without diluting its perspective of the future. Even as the management engaged with the challenges of the day, it continued to build the business for tomorrow. By balancing the needs of the day and future, the Company contributed to deepen its business sustainability.

The year under review presented different realities than what had been anticipated. There was a demand weakness in certain global pockets, marked by trade partners selecting to destock their inventories. The result was that whatever demand emerged was addressed by trade partners from what had been sold by us to them in the past. Since new sales by the Company to its trade partners in large consuming markets trended lower, there was a 16.6% revenue from operations decline during the reported financial year. On the positive side, the financial core of our business remained attractive: 19.53% RoCE in FY2023-24, 160.19% operating cash flow of PAT; 18.3% EBITDA margin and a continued net debt-free (cash surplus) status by the close of the year.

On the business side, Uniparts continued to service ten leading agricultural equipment brands in the world and also five of ten leading construction equipment companies in the world (ex-China). Uniparts

continued to service the largest US aftermarket retail store chain while also onboarding the second largest retail stores group as a customer.

We must assure our stakeholders that the management continues to be optimistic of long-term prospects with the possibility of short-term aberrations. The Company's business model continues to be as relevant as ever, in fact more relevant with every passing day. The complement of our off-highway products, overall portfolio and marquee customers validate the robustness of our global business.

At the core of our products portfolio is a reality: people will need to eat and people will need to construct. At a time when the availability of fallow arable land has declined and global population has increased, there is a priority to generate more from given land tracts. Besides, this reality is complemented by the fact that farm labour availability appears to have peaked, climate change is making farming increasingly vulnerable and rising disposable incomes is generating an increased demand for food products. Besides, as the world passes through an increase in disposable incomes, there is a growing priority to build homes, office and supporting infrastructure.

These overarching realities have only deepened the rationale for a company like ours to focus further on its core while adding adjacent areas. There is a growing conviction that the Uniparts business model addresses a reality fundamental to addressing the outlined challenges related to food security through

responsible farm mechanisation. Besides, the Company provides components for equipment that catalyse construction. These priorities are reflected in our central commitment to 'Building the world, Feeding its people'.

At the heart of the food security and infrastructure build-out lies the existence of Off-Highway Vehicles (OHV) industry. This segment of the engineering sector has encountered a favourable multi-year traction. As a result, even as the demand for OHVs has been marked by demand shifts, the shifts have been abbreviated on the lower side and extended on the higher side. This indicates that the long-term trend of OHVs has been positive and growing.

The demand for OHVs was soft during the year under review. The demand for OHVs in FY2023-24 must be seen within the context of the high demand growth of 2021 and 2022. Following a sharp percentage growth in those years, OHV demand was relatively moderate during the year under review, partly on account of trade partners selecting to work with lower inventories.

At Uniparts, we responded to this reality through business-strengthening initiatives that enhanced our preparedness (across facilities and resources) for when demand revives. We are optimistic that the core rationale of the business remains intact and once the trade pipeline is exhausted and demand persists, there would be a revival in our OHV

prospects, marked by fresh buying and re-stocking. The business-strengthening initiatives of the last financial year remained aligned with the Company's medium-term business plan that should translate into sustainable growth.

### Competitive advantage

At Uniparts, we have created a competitive advantage that makes it possible to remain resilient during industry troughs and rise higher during crests.

Our principal advantage is that we have progressively deepened our focus in the Off Highway Vehicles (OHV) segment; this has strengthened our recall as a dedicated industry solution provider and turn-to for requirements.

Over the years, we strengthened our competitive advantage through progressive capacity investments, retaining our global market position for specialised components like 3-Point linkage (3PL) and Precision Machined Parts (PMP).

The Company grew its engagements with most leading global OEMs in the OHV space. The result is that this translated into a deeper trust that helped our Company carve out a larger share of the customer's spending and taking their business ahead.

The Company has progressively reinvested with the objective of enhancing holistic competitiveness, widening our relevance across geographies through our global delivery model and dual-shoring strategy, neutralising what was once perceived as a long-distance supply chain challenge.

The Company commissioned front-end global warehouses (two in USA and one in Germany) with the objective to provide products on demand, eliminating the risk associated with long-schedule deliveries and sending out a message that 'If it is Uniparts, it will deliver on schedule'.

The result is that Uniparts is perceived to be a globally trusted partner, deepening our relevance across markets, products, sectors and time.

The ability to expand offerings to the same set of customers and service multi-location customers at more locations and across more business verticals is becoming increasingly important.

### Building the business

At Uniparts, we recognise the need for sustainable growth.

Over the years, we stayed close to our knitting by deepening our presence by growing our manufacturing capacity on the one hand and widening the range of products offered on the other.

We recognise that we possess several engineering competencies that go into the manufacture of our existing products that can be leveraged for the manufacture of new products that address more customers within our sector or account for a larger share of business of existing customers.

Even as we continue to remain focused on the Off Highway Vehicle segment, we continuously evaluate options for extending into adjacent spaces where we can leverage our existing capabilities. Over the years, we created product verticals like Hydraulics, Power Take Off (PTO), Fabrications as well as 3PL for Utility Terrain Vehicles (UTVs); the Company will continue to seek more extensions going ahead.

At Uniparts, we consistently enhanced our manufacturing capacity in a modular manner based on emerging market requirements. This approach helped the Company eliminate mismatches between market demand and capacity creation, protecting or enhancing our capital efficiency. By apportioning capital expenditure across the years, the Company has been able to moderate what would have been a sizable one-time





capital expenditure and spread this across the years, strengthening cash flows and enhancing financial discipline. We will continue to seek opportunities by which we can increase our manufacturing capacity in line with evolving market trends (organically and inorganically wherever possible), strengthening our holistic competitiveness.

At Uniparts, we will deepen our culture around the core values of Passion, Innovation, Integrity, Excellence and Teamwork. These values – a value system over a vision system - are all about what we want to be remembered for and remembered as. These values are about meritocracy, free exchange of perspectives, regard for people, engagement with stakeholders, respect for the planet and enhanced community prosperity.

We expect that this complement of values will continue to provide an inspiring workplace that deepens motivation, innovation and productivity, enhance our respect as a responsible corporate citizen, strengthen our order book and enhance engagement cum revenue visibility.

### Optimism

At Uniparts, we remain optimistic of prospects the relative weakness in market conditions notwithstanding. This optimism is derived from the

robustness of our long-validated business model, our preparedness for an impending recovery and the vastness of the addressable market.

The size of Uniparts' core market is more than USD 1 billion while adjacent market spaces provide us with an opportunity ten times larger. The size of these markets empower our Company to not only remain invested but to deepen our presence with increasing investments. This market growth is being catalysed by the enduring twin themes of increased global infrastructure spending and enhanced food security priority.

Uniparts is an adequately dispersed global player; we are not dependent for revenues on a single geography; over the years, we have moderated our geographic concentration risk and continue to work further on the same.

Uniparts enjoys growing multi-year relationships with the world's leading OEMs and large organised after-market retail store chains. The quality of these engagements has enhanced the revenue visibility for the Company, enhancing sustainability. We are working closely with these customers, customising products and partnering to empower them to win in their markets. This is inspiring our customers to believe that we

represent an extension of their enterprise.

Uniparts enjoys an attractive foundation; we enjoy a leading presence in the core product verticals of 3-Point linkage and Precision Machined Parts. With several international buyers seeing an alternative in their supply chain away from China, we have found increased traction for our services among existing as well as new customers.

### Outlook

At Uniparts, we recognise that the prevailing environment is marked by challenges related to geopolitical instability, economic slowdown in global pockets that could affect the growth of the infrastructure and agriculture sectors and potentially unfavourable tariff regimes. We expect to counter these realities and possibilities through the sustained diversification of our products, customers, geographies and near-shoring. In doing so, we seek to broadbase our organisation across diverse business variables, moderating the impact that a probable downside in any one or few products could have on our Company.

The result is that we will seek to sustain a market leading presence in the businesses of our pursuit; we will deepen our presence in adjacent business spaces (UTV 3PL, Hydraulics, PTO and Fabrications) that widen our addressable market from USD 1 billion+ to USD 10 billion+; we will widen our focus on 70 horsepower-plus tractors; we intend to market our products in more countries; we will seek larger wallet share and we are attractively placed to grow through organic and inorganic initiatives.

Most importantly, we expect the ferment of our initiatives and aspirations to translate into enhanced stakeholder value and the Company graduating to the next orbit.

### Gurdeep Soni

Chairman and Managing Director

We will seek to sustain a market leading presence in the businesses of our pursuit

THE VICE CHAIRMAN'S ANNUAL OPERATING REVIEW



Our continued focus will deepen resilience and empower us  
**to enhance our business relevance.**



## Overview

During the last few decades of our existence, we broadbanded our business model with the objective to enhance durability and growth.

This positioning was validated during weak market demand in certain parts of our business during the last financial year.

The Company's business continued to generate healthy cashflows, strengthening the Balance Sheet.

The Company's strategic broadbasing (explained in last year's Annual Report) was validated during the reported year. Certain construction markets like North America and Europe remained resilient; small agricultural equipment demand in North America and India were adversely affected. Large agriculture equipment market remained broadly stable.

At Uniparts, we are convinced that the Company's consistent broadbasing and diversification continued to be relevant; had it not been for this broadbasing, the Company's performance would have been more challenged during the last financial year. The Company is now even more resolute in its conviction that this long-term broadbasing is effective and needs to be consistently reinforced in the pursuit of long-term sustainability.

The Company will continue to leverage its integrated precision engineering capabilities and validated global operating model to address a wider opportunity canvas.

The Company expects to leverage healthy cashflows and robust Balance Sheet to sustain investments, business-strengthening acquisitions or alliances.

The Company has been deepening cost optimisation and process efficiencies, strengthening overall competitiveness.

The Company continues to augment digital capabilities (digital and analytical planning tools), enhancing organisational agility, competitiveness and data-based decision making.

The Company remained committed to make a holistic difference, manifested (among other things) in community and environment interventions around our manufacturing facilities. As an extension, we equipped our Visakhapatnam facility with a rooftop solar plant and our Noida facilities are in the process of engaging open-access solar energy.

The Company reported revenue from operations of ₹11,395.35 million, profit after tax of ₹1,246.88 million and cash flow from operations of ₹1,997.33 million during the year under review. This indicates that the Company performed creditably in the face of sectorial challenges. During the reported year, revenue from operations moderated 16.58%, EBIDTA declined 32.73% and profit after tax degrew 39.14%. The Company remained net debt-free and net cash-positive.

The Company leveraged its integrated precision engineering competence and global business model. This helped the Company deepen its resilience in core and adjacent business segments.

The Company expanded its North American customer base by marking the first year of working with the second largest retail store group for farm equipment and accessories in North America, which is expected to help the Company reach wider and deeper across the organised North American retail segment.

The Company will invest deeper and leverage integrated precision engineering coupled with its global model to sustain business growth. The Company will design and manufacture systems of higher value, widening its portfolio. We believe that this complement will deepen resilience and empower the Company to enhance business relevance leading to enhanced stakeholder value.

## Paramjit Singh Soni

Vice Chairman and Executive Director



PART 4

How Uniparts  
is positioned  
to enhance  
value in a  
sustainable  
way



## The Uniparts business model

# Resilient. Responsive. Value-accretive.

**1 Overall theme:** Uniparts' business theme can be summed up in following words: 'risk mitigated global outsourcing.' The Company partners large global marquee customers in providing end-to-end solutions through its deep product expertise, state-of-the-art dual shore manufacturing infrastructure, risk mitigated global delivery model and persistent solution orientation.

**2 Focus:** Uniparts is a global manufacturer of engineered systems and solutions, with a strong presence in the off-highway vehicles (OHV) market, serving the agriculture, construction, forestry and mining (CFM) sectors. The Company services these sectors as well as several organised aftermarket players and large farm and fleet retail store chains. Revenues from OEM sales accounted for 86.0% of finished goods sales and revenues from aftermarket sales accounted for 14.0% during FY2023-24.

**3 Global presence:** Uniparts has established itself as a prominent off shore and on share player, possessing dual shore capabilities with a significant manufacturing presence in India and a part in the USA. This global positioning has enriched the Company's understanding of sector needs and product customisation while leveraging the competitive platform offered by India. The recent strategic shift of major global players

towards near shoring is also presenting new opportunities for the Company.

**4 Broad-based sales:** Uniparts sales are dispersed across more than 25 countries, covering North and South America, Europe, Australia, Japan, India and other parts of the world. Further, the Company services large markets spread across the agriculture equipment and construction equipment industries. A portfolio of marquee global customers (over 125 customers) provides breadth to the revenue base. This broad-based presence has moderated concentration on any single geography, end industry or customer.

**5 Governance:** For the Company, governance means committing to earn respect by doing the right thing, rather than just doing things the right way, enhancing transparency by defining what the world can responsibly expect from Uniparts. Uniparts seek to enhance resilience through economic cycles, policy changes and consumer preference shifts through a deepening governance.

**6 Solutions:** The Company has evolved from a component supplier to a provider of complete assemblies of precision-engineered products, offering end-to-end solutions from product conceptualisation, design, prototyping, testing, development, to assembly. This significant integration reduces

a dependence on external supply and support services, maintaining all the quality controls required to service global OEMs and aftermarket players.

**7 Policy alignment:** Uniparts has secured its business through an alignment with government policies, particularly around 'infrastructure.' An increasing number of governments are deepening their infrastructure investments. India, China and the US are investing significantly in their infrastructure, expected to increase the offtake of products fabricated by Uniparts. The global farming sector profits were the highest in five decades in FY2021-22, which could sustain reinvestment in high-value agriculture equipment.

**8 Niche:** Uniparts addresses a technology-driven niche within its product sectors. The Company occupies a niche in the design and manufacture of 3-point linkage systems and precision machined parts and is in the process of carving the same in power take-off products, fabrications and hydraulic components. This focus has strengthened the business, making Uniparts a leading supplier of systems and components for the off-highway segment in the agriculture, construction and aftermarket sectors across some of the largest global geographies.

**9 Service:** Uniparts' facilities in India, the United States and Europe are strategically located

near several global OEMs in the off-highway vehicle component industry. The Company offers multiple delivery options, including local deliveries, direct exports and warehouse sales. Uniparts has nurtured customer relationships, evolving from a single geography or product association to multi-geography or multi-product relationships with a strategic alignment in terms of production schedules, geographical needs, applications, vehicle sizes and technical specifications. As a development partner, Uniparts offers in-house testing and validation services, ensuring a shorter time-to-market for customers.

**10 Relationships:** Uniparts' solutions orientation has translated into regular order inflows from some of the largest global marquee customers. Most customers maintain long-term relationships, enhancing revenue visibility if business

fundamentals remain stable. The average relationship tenure with many key customers was 20+ years, while a significant majority of total customers was 10+ years.

**11 Knowledge:** Uniparts has protected its competitiveness through knowledge-led design and manufacture of a range of SKUs (well over 10,000 SKUs). The 3PL system requires a deep understanding of loads, dynamic motion and metallurgical properties, enabling efficient load transfer and adaptability without compromising vehicle movement. Similarly, precision-machined parts must be compatible with the corresponding design of complementary parts, enhancing solution seamlessness.

**12 Investments:** Uniparts will capitalise on its integrated precision engineering capabilities to introduce products and widen its addressable

market. The Company will target new customer accounts and expand existing ones, deepen new product and solutions development through selective recruitment and investments and focus on value addition and enhanced service offerings to improve margins. Uniparts will also seek to grow inorganically through strategic acquisitions and alliances.

**13 Balance Sheet:** Uniparts will balance strategic aggression with tactical conservatism. The focus will be on capital investments with optimal payback, prioritising cash flows. The Company's strategic balance will be measured by low gearing and funding expansions through accruals.



## Our value chain

Conceptualisation



Design



Prototyping



Testing



Development & assembly



Customisation & packaging

## BUSINESS DRIVER

# Manufacturing competence at Uniparts

### Overview

Manufacturing competence is vital for us as it ensures quality, efficient and cost-effective production. Achieved through advanced technologies, skilled labour and optimised processes, strong manufacturing capabilities enable precision, consistency and operational efficiency. This competence enhances market position, responsiveness to customer demands and long-term profitability. It also supports innovation and scalability,

allowing the Company to adapt to market changes and capitalise on opportunities. Manufacturing competence drives success, reliability and competitive advantage.

Uniparts is a global manufacturer specialising in engineered systems and solutions. The Company is recognised as a leading supplier of systems and components for the off-highway market, serving key sectors including agriculture, construction, forestry, mining and aftermarket.

Uniparts is a global manufacturer specialising in engineered systems and solutions.

### Key features

#### Manufacturing facilities

- Operates six strategically located manufacturing facilities across India and one in the United States.

#### Dual-shore capability

- Ability to service customer requirements from alternate locations.
- Provides regular supply and cost-competitive manufacturing operations.

#### State-of-the-art facilities

- Manufacturing units are equipped with advanced processes and cutting-edge technologies.

#### Certifications

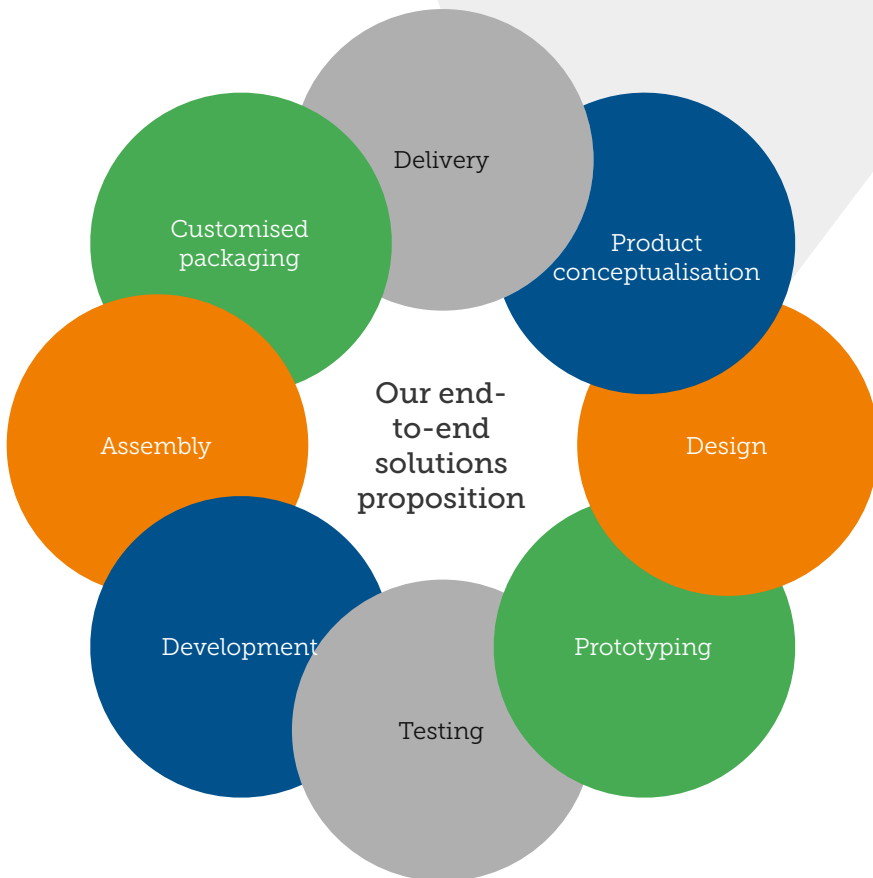
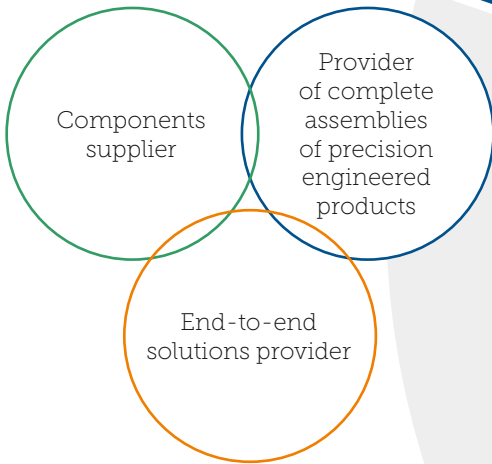
- All manufacturing facilities are ISO 9001:2015-certified.
- Four Indian facilities are ISO 14001:2015-certified.







**Our evolution**



**Key highlights, FY2023-24**

- 15<sup>th</sup> National Kaizen Competition was held in January 2024 at CICU, Ludhiana where teams from our Ludhiana factories bagged Gold awards in quality and productivity improvements respectively and Silver awards in Automation, Energy and Poka Yoke categories.
- ACMA Cluster Star Performer Award, 2024 towards driving ACMA Cluster successfully at Vizag, Noida and Ludhiana plants and achieving exemplary results in ACMA Engineering Excellence Cluster & ACMA Advance Cluster Program.

# Customer relationship management and marketing competitiveness at Uniparts India

## Overview

At Uniparts, our customer relationship strength and marketing competitiveness stems from our ability to offer a diverse portfolio of products that not only enhance customer benefits but also mitigate an over-reliance on any particular segment or category.

We manufacture across multiple locations, effectively catering to customers in India and globally through an extensive global delivery model. Uniparts aims to rationalise global sourcing and supply chain operations by offering multiple delivery options, including local deliveries, direct exports and warehouse sales.



### Customer relationships

- Strong customer relationships are a key element of our marketing competence.
- Ability to customise products to meet specific customer requirements.
- Consistent delivery of quality, cost-effective products and solutions.
- Strategic alignment with key customers' goals and specifications over the years.

### Global footprint

- Serving original equipment manufacturers (OEMs) and the aftermarket across continents.
- A significant percentage of our customers have been associated with the Company for more than ten years, reflecting our commitment to sustaining partnerships.

### Industry sectors

- Developed long-term relationships with global customers in the agriculture, construction, forestry and mining sectors.
- Partnered clients during the product development phase to address their specific needs.

### Resource investment in customer relationship management

- End to end planning tools for customer requirement fulfilment
- 50+ strong business development and sales/customer service professionals

## Key highlights, FY2023-24

- Our Vizag facility received the prestigious 'Supplier Excellence Recognition Award' 2023 from one of our leading global OEM customers in the Construction Machinery space for excellence in delivery and quality.
- Commenced shipments to a new aftermarket customer. Commenced pilot sales of the 3-point linkage solution for Utility Terrain Vehicles (UTVs).
- Participated in Agritechnica 2023 (Germany), one of the leading trade shows in the agriculture equipment industry globally.

# Digitalisation at Uniparts

## Overview

Digitalisation is no longer peripheral for companies; it is integral. The competitiveness of companies depends on the extent

of digitalisation, which enhances agility, adaptability and scalability. Uniparts is deeply engaged in its digital transformation to boost competitiveness.

## Key digitalisation achievements

### Advanced forecasting tools

- Mature use of modern forecasting tools for demand and capacity planning.
- Investment in planning tools could yield significant long-term benefits.

### Industry 4.0 Initiatives

- Machine monitoring systems went live.
- Expected to serve as the foundation for future intelligent manufacturing.

### Robotic process automation

- Additional RPA tools implemented to automate rule-driven repeat tasks.
- Enhances employee productivity.

### Enhanced cybersecurity posture

- Strengthened tools, policies and procedures.
- Conducted organisation-wide Vulnerability Assessment and Penetration Testing as per CERT-In guidelines.

### Hybrid cloud technologies

- Increased utilisation of hybrid cloud technologies for enhanced operational flexibility.

### Business intelligence tools

- Leveraged BI tools to support data-driven decision-making.

### Upskilling and training

- Continued upskilling and training on advanced tools and technologies.

### IT Infrastructure modernisation

- Ongoing modernisation and de-risking of IT infrastructure.
- Ensures long-term scalability and operational flexibility.





# Talent management at Uniparts

## Overview

At Uniparts, people represent our most critical asset. Our management is dedicated to creating a structure and ecosystem that promotes harmonious industrial relations, skill-building, progressive thinking and continuous improvement.

Our core values—passion, innovation, integrity, excellence and teamwork—serve as the foundation of our efforts. We are focused on providing a conducive environment for talent development and career growth.

At Uniparts, we are committed to strengthening our leadership pipeline through vision setting, meticulous recruitment, grooming and succession planning. This approach ensures a robust talent platform that accelerates business growth.

## Organisation structure

Over the years, our management has ensured that the organisation structure remains robust to meet business requirements while being agile and flexible enough to adapt to changes. This adaptability ensures swift execution at all levels. Currently, our organisation

structure operates on a country-level basis in India and the USA, with certain central functions spanning horizontally.

## Policy framework

Our human resource framework is built on a robust set of policies and processes that ensure efficient and unbiased operations. These policies and processes are designed to support the progress of the organisation and its most valuable asset—its people.



## Performance management and people development

- Enriching workplace environment
- Competitive remuneration
- Continuous training and learning opportunities
- Recognition programs
- Equality in recruitment
- Culture that encourages open communication and collaboration



## Employee communication

- Open and borderless communication culture
- Access to the leadership team at all times
- Regular town halls
- Periodic newsletters
- New hire orientations
- Conversations with senior leaders



## Employee wellbeing and informal bonding

- Health check-ups
- Health awareness sessions
- Festival celebrations
- Organising sports events
- Special day celebrations such as Yoga Day and Women's Day

## Key highlights, FY2023-24

Investments in human resources continued in the form of engagement programs, trainings and development initiatives.

Health and wellbeing was in focus by way of awareness sessions by

experts, health checks, review of health coverage for employees.

A high proportion of staff have been associated with the Company for over 10 years; a testament of our employee engagement framework

(approximately 40% of our staff members have been with the Uniparts Group for over 10 years).

## ENVIRONMENT-SOCIAL-GOVERNANCE (ESG)

# How we have grown our business around a robust **ESG foundation**



### ESG and value creation at Uniparts

Timely and complete compliances

Business continuity

Operational visibility

Enhanced employee productivity

Investment and asset optimisation

Reinvestment

Enhanced societal respect

#### Overview

At Uniparts, we embrace our role as a responsible corporate citizen, marked by an increasing focus on environmental, social and governance (ESG) practices that reflect our commitment to all stakeholders.

We believe that facilitating a robust ESG culture not only enhances our competitiveness but also promotes sustainability. This commitment to responsibility is evident in our long term growth, improving cost parameters, minimised regulatory and legal interventions, increased employee productivity and optimised capital efficiency.

## Uniparts and ESG

At Uniparts, it has been our endeavour to continuously align our business with the globally accepted principles for manufacturing responsibility and environmental sustainability. ESG is an essential aspect of our business and any enhancement in our commitment to it contributes to our responsibility, profitability and sustainability.

**Our environment component** prioritises the consumption of environmentally responsible resources, optimise the use of fossil fuels, increase the proportion of renewable energy use, optimise electricity consumption, implement water and waste recycling and reduce our carbon footprint. These measures form the foundation for our resilience against climate change.

**Our social component** proactively invest in talent, promote strong relationships with customers, vendors and society around our sites. These actions contribute to the stability of our ecosystem.

**Our governance component** establishes clear business strategies, prioritise integrity, align with recognised good manufacturing practices and prudently mitigate risks.

By embracing the ESG platform, Uniparts aims to achieve long-term growth and creating value for all stakeholders.

### #1: Our Environment commitment

## The 'E' in ESG

This stands for environmental criteria, encompassing the energy we consume, the waste we generate, the resources we utilise and the impact of our actions on living beings.



### The purposeful R's at Uniparts

As part of its environmental efforts, the Company has strengthened its position among forward-looking customers. At Uniparts, our environment responsibility has been reinforced through the various R's that comprises reduce, replace, recycle, renewable and restore.

**Reduce:** Uniparts is committed to reducing its carbon footprint by lowering energy intensity and decreasing greenhouse gas emission intensity. The Company is maximising the use of natural daylight in manufacturing facilities, replacing traditional lights with advanced LEDs and utilising variable frequency drives on compressors and motors to conserve energy. Uniparts has also increased investments in processes and systems, particularly in information technology, to strengthen process integrity through an audit-driven and compliance-focused approach.

**Replace:** The Company is transitioning to cleaner processes and fuels by replacing diesel gensets with PNG gensets, oil/diesel-fired ovens with gas-fired furnaces and oil-fired furnaces with electric/induction heating for forgings. This strategic move helps in reducing carbon emissions and supports Uniparts' commitment to environmental sustainability.

**Recycle:** Uniparts is dedicated to water treatment and recycling and reduction of water intensity of its operations in the long term, achieving 60% to 90% water reuse at its Noida and Ludhiana facilities. The use of low-temperature evaporator technology in its Ludhiana operations enables up to 98% water reuse. These initiatives demonstrate Uniparts' commitment to conserving natural resources and promoting sustainable practices across its manufacturing facilities.

**Renewable:** The Company's Visakhapatnam plant comprises a 1.0 MWp rooftop solar installation, while the Noida plants are working towards achieving a combined capacity of 5.5 MWp via Open Access channels in near future. These solar energy initiatives are instrumental in lowering Uniparts' carbon footprint and supporting environmental conservation.

**Restore:** Uniparts is committed to strengthen its environmental management systems, conducting thorough environmental due diligence and developing disaster planning and response systems across its manufacturing facilities. The strategic direction is set by the Board of Directors, while day-to-day management is handled by professionals, ensuring a robust governance framework. Adhering to audits, certifications and compliance enhances the credibility of Uniparts' performance and processes, allowing the Company to exceed basic compliance requirements and contribute to environmental restoration and protection efforts.

### Highlights, FY2023-24

**The** Visakhapatnam plant features a 1.0 MWp rooftop solar installation.

**The** Noida plants are working towards achieving a combined capacity of 5.5 MWp via Open Access channels.

**Over** their lifespan, these solar projects are expected to prevent over 200,000 metric tonnes of CO2 emissions, significantly reducing greenhouse gases and advancing sustainability.

## #2: Our Social commitment

# The 'S' in ESG

This represents social criteria, focusing on our Company's relationships and reputation with employees, customers, vendors and community. This encompasses harmonious industrial relations, diversity and inclusion.

At Uniparts, our commitment to promoting strong, people-driven relationships has continuously contributed to our sustainable and superior performance.



**Employees:** Uniparts has made substantial investments in cultivating an operational culture that aligns with the highest standards prevalent in the manufacturing sector. These standards encompass key facets such as elevating workforce productivity, enhancing skills and capabilities, ensuring the right person is in the right role, facilitating ongoing training and skill development and prioritising talent safety and retention.

**Customers and vendors:** Our longstanding partnerships have been instrumental in ensuring seamless operations. Our progressive relationships with all customers have yielded substantial benefits, contributing to a significant portion of our costs and revenues. We have diligently maintained a stable ecosystem of vendors, which includes suppliers of essential capital equipment, spare parts and resources. These connections, spanning a decade or more, enhance predictability and systematic stability.

**Community:** The Company has actively engaged with the communities surrounding our manufacturing locations. Uniparts regularly engages in drives promoting health, hygiene and basic need fulfilment in communities around its sites. We believe that responsibility stems from promoting safe, clean and hygienic workplaces and neighbourhoods. Such environments not only boost talent productivity and morale but also strengthen the Company's reputation and credit rating. These factors, in turn, enhance our market competitiveness.

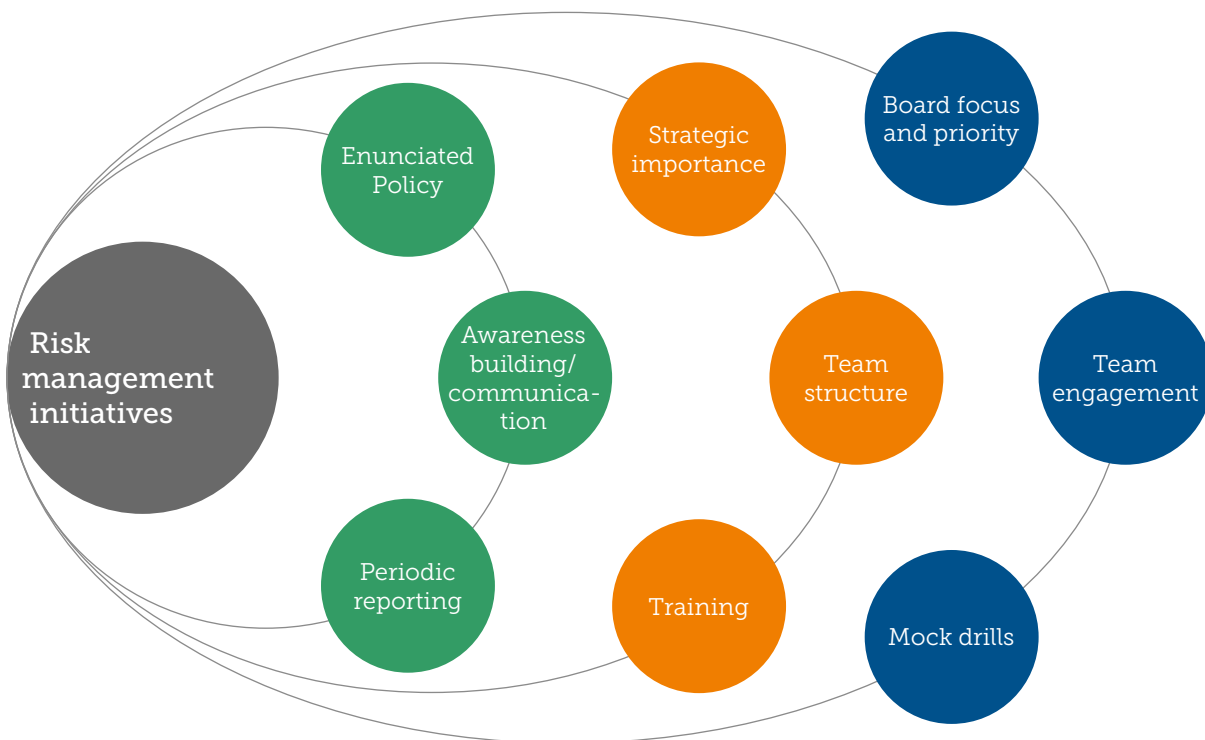
### Our safety commitment

At Uniparts, managing a range of processes and products presents some inherent safety risks for workers. The Company takes safety management as a priority, recognising that identifying potential hazards and mitigating their risks is crucial to maintaining respect and business continuity.

The Company ensures that all equipment is periodically inspected and maintained to reduce the risk of failure. Hands-on training is provided to ensure that personnel understand and apply safety procedures. An open reporting culture is encouraged, where personnel feel comfortable reporting hazards or incidents without the fear

of retribution, ensuring a vigilance and awareness of potential hazards.

Uniparts takes measures to manage workplace stress, ensuring that personnel have the necessary resources and support. The Company also ensures that leaders set an example by following safety procedures and reporting hazards and incidents.



### Our health commitment

Uniparts is committed to employee health and wellbeing.

**Health checks:** The Company organises free health check camps for employees. Qualified doctors offer advice and consultation.

**Training sessions:** External trainers train employees in healthy living; the sessions are held periodically.

**Medical infrastructure:** The Company provides medical infrastructure at its operating locations comprising an occupational health centre, staffed with trained medical personnel. First-aid provisions availability is

complemented by the Company ambulances that respond to emergencies.

Uniparts evaluates the effectiveness of its health initiatives and analyses trends to identify areas for improvement.



### #3: Our Governance commitment

# The 'G' in ESG

This stands for governance, representing the framework of practices, controls and procedures that Uniparts employs to govern itself, make informed decisions, comply with legal requirements and address the needs of internal and external stakeholders.



**Long-term focus:** We emphasise long-term patience and commitment, guiding our investments in assets, technologies, brand, people, locations, products and partners. This strategy has led to the highest standards of governance, integrity and competence.

**Balanced growth:** We prioritise balanced growth over short-term profitability spikes. By channeling accruals into incremental investments without overextending our balance sheet, we have achieved consistent revenue growth over the years. Our strategy balances strategic aggression with tactical conservatism, resulting in a de-risked approach. We focus on capital investments with short payback periods, maximising cash flows and reinvesting in the business.

**Trust and integrity:** Integrity is the foundation of our operations. It is the reason customers choose us, employees stay with us for the long-term, vendors partner us, investors trust us and communities support us.

**Modern systems and processes:** We implement modern systems and processes that combine agility with robust internal controls. Our governance and internal control environment is

aligned with the scale and nature of our operations.

**Flexible portfolio:** Uniparts maintains a flexibility in product offerings, adapting to market dynamics and optimising margins.

**Environment stewardship:** Uniparts is committed to deeper investments in environmental responsibility, ensuring compliance with regulations and garnering employee morale, community respect, lender and shareholder confidence.

**Robust risk management:** Uniparts has established a comprehensive risk management framework that identifies and addresses risks in a timely manner through a competent delegated structure.

**Ethical:** Uniparts strives to be known as a company with its 'heart in the right place.' The Company is committed to upholding all ethical norms and ensuring that its actions meet the highest standards of conduct. This commitment includes a strict adherence to equality, safe workplace, no tolerance for unethical behavior, unbiased recruitment practices, respect for human dignity and a complete compliance with environmental standards.

**Knowledge-driven:** Uniparts is a knowledge-driven organisation. The Company has invested in digitalisation with the forward-looking objective of accelerating processes and generating rich data on trends, products, markets and more. This investment results in an accurate understanding of ground realities and informed decision-making. This approach has matured Uniparts into an organisation driven largely by technology-aided growth. Going forward, Uniparts believes that its investment in ERP, business intelligence, data analytics and digitalisation will strengthen its processes and enhance fact-based decision-making.

# Corporate Social Responsibility (CSR) at Uniparts

Uniparts is committed to promoting an inclusive world and ensuring dignity and confidence for individuals within its sphere of influence. The Company collaborates closely with local communities, agencies and organisations, focusing on education, skill development, healthcare, rural development and

social welfare. Through its CSR programme, Uniparts aims to build trust and enhance the quality of life in these communities by partnering NGOs.

Since the past several years, Uniparts CSR initiatives have completed various programmes, benefiting a large number of community residents.

## CSR outlay

**1.0** ₹ crore, FY2021-22

**1.8** ₹ crore, FY2022-23

**2.95** ₹ crore, FY2023-24



### Education initiatives

**BITS Pilani scholarships:** The Company pledged funds for Scholarship(s) to recognised number of meritorious students on the basis of identified criteria at BITS Pilani.

**Supporting pre-primary education:** The Company partnered Servants of the People (SOP); Uniparts sponsored pre-primary education for underprivileged children.

**Enhancing rural education:** The Company collaborated with The Kalgidhar Trust/Society, Uniparts joined hands with the Society with a vision to set up computer labs and enhanced facilities, benefiting 4,000 students across various schools of the Society.



### Healthcare initiatives

**Christian Medical College projects:** The Company initiated support funds (Diagnostic fund & Treatment fund) at Christian Medical College & Hospital, Ludhiana, to support diagnosis and treatment respectively.

**Vision and eye care camps:** Under the stewardship of its subsidiary Gripwel Fasteners Pvt. Ltd., the Company organised eyesight and cataract camps in Uttar Pradesh, covering 27 Gram Panchayats and benefiting thousands.



### Social welfare initiatives

**Supporting elderly women:** The Company supports Maitri, an NGO addressing the issue of violence against women, running a victim support and victim-to-survivor programme, promoting dignity and support for abandoned elderly widows in Vrindavan (Mathura, India).

**Winter drive:** The Company, in association with Wishes & Blessings, distributed warm clothes in Noida and Delhi during the winter.

# Management discussion and analysis

## Global economy

### Overview

Global economic growth slowed from 3.5% in 2022 to an estimated 3.1% in 2023. Asia is driving growth despite challenges like weak recovery in China, US weakness, higher energy costs in Europe and global geopolitical tensions.

Advanced economies' growth is expected to drop to 1.6% in 2023 and 1.7% in 2024 due to tight monetary policies. This is as compared to approximately 2.6% in 2022. Emerging markets' growth is forecasted to stay rangebound

from 4.1% in 2022 to 4.3% in 2023 and 4.2% in 2024. Global inflation is projected to decline from 8.7% in 2022 to 6.8% in 2023 and 5.9% in 2024.

Central banks across the globe are keeping interest rates high so far to alleviate inflation. Brent crude

oil averaged around USD 83 per barrel in 2023. Global geopolitical landscape continues to be disturbed with Israel's offensive in Gaza while Russian invasion of Ukraine continued for second year.

Regional growth (%)	FY23	FY22
World output	3.1	3.5
Advanced economies	1.6	2.6
Emerging and developing economies	4.3	4.1

(Source: UNCTAD, IMF)

## Performance of major economies, 2023

### United States

Reported GDP growth of 2.5% in 2023 compared to 1.9% in 2022

### China

GDP growth was 5.2% in 2023 compared to 3% in 2022

### United Kingdom

GDP grew by 0.2% in 2023 compared to 4.3% in 2022

### Japan

GDP grew 1.9% in 2023 unchanged from a preliminary 1.0% in 2022

### Germany

GDP contracted by 0.3% in 2023 compared to 1.8% in 2022

(Source: PWC report, EY report, IMF data, OECD data, Livemint)

## Outlook

Asia is expected to continue to account for the bulk of global growth in FY2024-25. Inflation is expected to ease gradually as cost pressures moderate; headline inflation in G20 countries is expected to decline. The global economy has demonstrated resilience amid high inflation and monetary tightening, growth around 2023 levels for the next two years

(Source: IMF, World Bank).



## Indian economy

### Overview

India's economy is estimated to have growth by around 8.2% in FY2023-24, up from 7.2% in the previous year, maintaining its position as the fifth largest economy. Inflation averaged 5.4%, driven by higher food prices due to lower production and erratic weather. Core inflation decreased to 4.5% due to softer global commodity prices.

The nation's foreign exchange reserves surged to a record high of USD 645.6 billion as of March 2024 surpassing the previous high of USD 642.49 billion recorded in March 2023. Indian companies maintained strong credit quality, with rating upgrades surpassing downgrades in H2 FY2023-24.

### Growth of the Indian economy

	FY21	FY22	FY23	FY24
Real GDP growth (%)	-6.6	8.7	7.2	8.2

(Source: Budget FY2023-24; Economy Projections, RBI projections)

India's 2023 monsoon hit a five-year low, with August being the driest in a century, leading to 94% of long-term average rainfall. Despite this, wheat production was expected to hit a record 114 million tonnes, while rice production was projected to decline to 106 million metric tonnes due to climatic conditions.

India reached the position of fifth-largest economy with a GDP of USD 3.6 trillion.

Nifty 50 index grew approximately 30%, making India's stock market

the fourth largest with a market capitalisation of over USD 4 trillion.

### Outlook

India withstood global headwinds in 2023 and is likely to remain the world's fastest-growing major economy on the back of growing demand, moderate inflation, stable interest rates and robust foreign exchange reserves. IMF projects India's GDP to grow at nearly 6.8% in 2024. The Indian economy is anticipated to surpass USD 4 trillion in FY2024-25.

## Industry overview

### End-industry overview (Off-Highway Vehicles)

Focus on food security and Infrastructure build-out by most economies in the world is continuing and this remains a long term tailwind for the global Off-Highway Vehicles (OHV) industry. Within this long-term growth journey catalysed by regular demand for OHVs, there are likely to be shorter periods of highs and lows. Coming off the high demand and resultingly high sales of 2021 and 2022 as base, calendar year 2023 (CY2023-24) was one such year of softer demand further accentuated by some element of channel inventory destocking.

North American agriculture equipment market demand remained soft in the reported fiscal especially for smaller equipment. Construction machines market was steady with infrastructure driven demand.

In the same period, in Europe, OHV demand remained stable to marginally down.

In the Aftermarket segment, channel inventory destocking constituted a major factor for lower demand for replacement parts. Destocking impact is estimated to be largely bottomed out now by end of the fiscal and there are

green shoots visible in terms of end market demand stabilisation and revival.

During the reported fiscal, Uniparts made first sales of its new product namely 3-Point Linkage for Utility Terrain Vehicle (UTV-3PL). This marks the pilot batch of the new product in the North American after market. Basis the feedback and success of the pilot batch, future trajectory for this new product line would be assessed and chalked out. UTV-3PL is an estimated\* USD 200 million annual addressable market.

(\*Management estimate)

Staying with aftermarket segment, Uniparts also commenced sales to its new aftermarket customer which is the second largest farm components retail stores group in North America. This is expected to strengthen the Company's reach and addressability in large organised replacement market of agriculture components in North America.

In the overall global OHV space, while the operating environment in the immediate short-term still remains mixed, in the medium to long-term, as large global players are increasingly looking beyond China, India's manufacturing sector is expected to benefit significantly from this and we continue to witness favorable impact on new inquiries. The new enquiries, engagements and conversions

owing to the China+1 theme continue to be healthy. The global push for infrastructure (fresh and re-building), including the USD 1 trillion US Infra Bill and higher than historical average income levels of global agriculture industry are expected to keep demand for new equipment at healthy levels in the medium term.

### India domestic tractor market

After three years of resilient performance, the Indian tractor market softened in FY2023-24. Overall YoY decline was estimated to be nearly 10% while export models declined more (nearly 21%). Uneven dispersal of monsoon, backdrop of three continuous years of high sales, weakness in certain export geographies such as North America and Latin America etc could be ascribed as some of the reason leading to softness of Indian tractor sales in FY2023-24. Tractor OEMs in India are pinning hopes on expectations of above average monsoon rains in 2024, post election reforms gaining momentum, rural sentiment improvement and potential start of reversal of interest rate cycle for steady or improved performance in the ensuing FY2024-25. Uniparts has long standing relationship with most major tractor OEMs in India.

(Data source: TMA - Tractor Manufacturers Associations)

## Off-Highway Vehicles industry and Uniparts' positioning

The OHV industry, which is the focus for us at Uniparts, is estimated to be over USD 200 billion\* in size and our two core product verticals of 3-Point Linkage (3PL) and Precision Machined Parts (PMP) address a market size of over USD

1 billion\*. Uniparts has a leading market share in both of these globally. In addition, the adjacent product systems of Power Take Off (PTO), Hydraulic Cylinders and Fabrications have an estimated market size of over USD 10 billion\*.

(\*Management estimate)

Uniparts is present in the OEM and Aftermarket segments with a strong global business model and marquee customer base. Uniparts is a leading global supplier of 3 Point Linkage and Precision Machined Parts.

## Growth drivers

### Rapid urbanisation and mining activities:

The global urban population is expected to reach 68% by 2050 in comparison to 55% in 2018, increasing utilisation in construction, mining and infrastructure development sectors, fuelling the global Off-Highway Vehicle market.

(Source: population.un.org)

### Increasing demand for food production:

The world's population is estimated to reach 9.7 billion by 2050. Population growth necessitates higher food production, boosting the global agriculture equipment market.

(Source: population.un.org)

### Adoption of mechanisation and precision farming:

Accelerating market growth by enhancing productivity and efficiency in agriculture, particularly in regions like Asia Pacific and Latin America.

**Technological innovations:** The OHV and agriculture industries are witnessing a significant transformation through the integration of advanced technologies: electric off-highway

vehicles, robotic systems, GPS and precision agriculture technologies etc addressing labour shortage and enhancing operational efficiency.

(Source: grandviewresearch.com, alliedmarketresearch.com, marketsandmarkets.com)

### Low farm machinery penetration:

India needs to accelerate farm mechanisation to meet production demand sustainably and develop modernised food systems. However, the current adoption rate of mechanised farming in India is below 50%, contrasting with higher rates in China (60%) and Brazil (75%).

(Source: India-briefing.com)

### Government policy support:

Major economies prioritise food security, offering sustained support to farming activities. This includes measures like minimum support prices for food grains in India and farm subsidies in the United States.

**Infrastructure projects:** Many nations prioritise infrastructure development, aiming for growth, self-sufficiency, economic leadership and improved quality of life for citizens. Across the globe, significant projects include the modernisation of airports,

ports, railways, roads and defence facilities, driving sustained demand for construction equipment in the medium to long term. Examples include the USA's USD 1 trillion infrastructure bill over eight years to upgrade aging infrastructure and China's allocation of around USD 1 trillion in government funds for construction endeavours.

**Commodity prices:** While global commodity prices like crude, steel, aluminium and copper have eased from their recent multi-year highs, they remain at levels supporting healthy profitability and cash flows for producers. This stability encourages ongoing investments in capacity expansion.

### Rapid technological advancements:

Technological innovations continue to drive the construction equipment market. Automation is another trend, with the development of autonomous construction vehicles and robotic systems for tasks like bricklaying and concrete pouring. These advancements improve productivity and also address labour shortages in the construction industry.

(Source: IMARC)

## Company overview

Founded in 1994, Uniparts India Limited (UIL) is a global leader in engineering systems and solutions catering to international original equipment manufacturers (OEMs) across the off-highway vehicle, agricultural machinery and construction equipment sectors.

Specialising in the production of three-point linkage assemblies, precision machined parts, hydraulic cylinders, power take-off devices and fabrication parts, UIL serves the agriculture and construction industries. With six manufacturing units in India and one in the USA, equipped with a range of

engineering and manufacturing capabilities such as forging, machining, heat treatment, welding, surface finishing, NPD prototyping and testing, UIL also operates three warehouse facilities (two in USA and one in Germany) to efficiently serve its global clientele.

## Company strengths

**Leading market position:** Uniparts has a leading market share in the global 3PL market in tractors as well as in the worldwide PMP market in

CFM equipment segment (market share as per last assessment in fiscal 2022 was 16.68% and 5.92% respectively in the mentioned two segments)

**Global presence:** UIL has a worldwide footprint, providing products to the leading 10 global Off-Highway Vehicle manufacturers in agriculture, as well as servicing

half of the leading 10 players in the construction, forestry and mining (CFM) segments.

**Revenues through multiple delivery channels:** In FY2023-24, the Company generated finished goods sales with 28.1% coming from local deliveries, 24.9% from direct exports and 47.0% from warehouse sales facilitated by a global delivery service model offering various delivery options.

**Enduring relationships:** Uniparts maintains long-standing partnerships with key global clients in the agriculture and CFM sectors. Top three customers as well as several other customers at UIL, contributing significantly to its

revenue, have been associated with the Company for more than one and a half decade.

**Mitigating global supply chain risks:** Uniparts dual-shore capabilities and strategically positioned warehouses empower the Company to produce goods at various sites, ensuring consistent supply to customers and competitive manufacturing operations from alternate locations. The presence of safety stocks at warehouses serves as a precautionary measure against potential supply chain risks.

**Engineering-focused vertically integrated precision solution provider:** Uniparts stands as an

engineering-centric and vertically integrated supplier of Off-Highway Vehicle solutions. The Company offers comprehensive solutions from conceptualisation to supply, encompassing products like 3PL and PMP, along with PTO, fabrications and hydraulic cylinders.

**Experienced promoters and qualified senior management team:** The leadership at Uniparts brings decades of collective experience in the Off-Highway Vehicle industry, strategically positioned across crucial end markets such as the United States, India and Germany.

## Company's financial performance

In FY2023-24, the Company's total revenue came in at ₹1148.86 crores, as compared to previous year's ₹1382.24 crores. Correspondingly, the net profit for the year was reported at ₹124.68 crores, viz-a-viz previous year's net profit of ₹204.89 crores.

Operating cash flow generation remained very healthy during the year, totalling ₹199.7 crores. This could be attributed to healthy Profit

After Tax (PAT) and continued focus on working capital performance. Uniparts concluded FY2023-24 with a net debt-free Balance Sheet, exhibiting a group net cash position of ₹113.4 crores, inclusive of liquid investments.

Commodity prices, particularly steel, have receded from historical highs seen in previous two years and have presently stabilised within a broad range. Sea freight, which also witnessed historical highs in previous two years, have largely

returned to pre-covid levels with some intermittent volatility due to geo political events (e.g. red seas crisis)

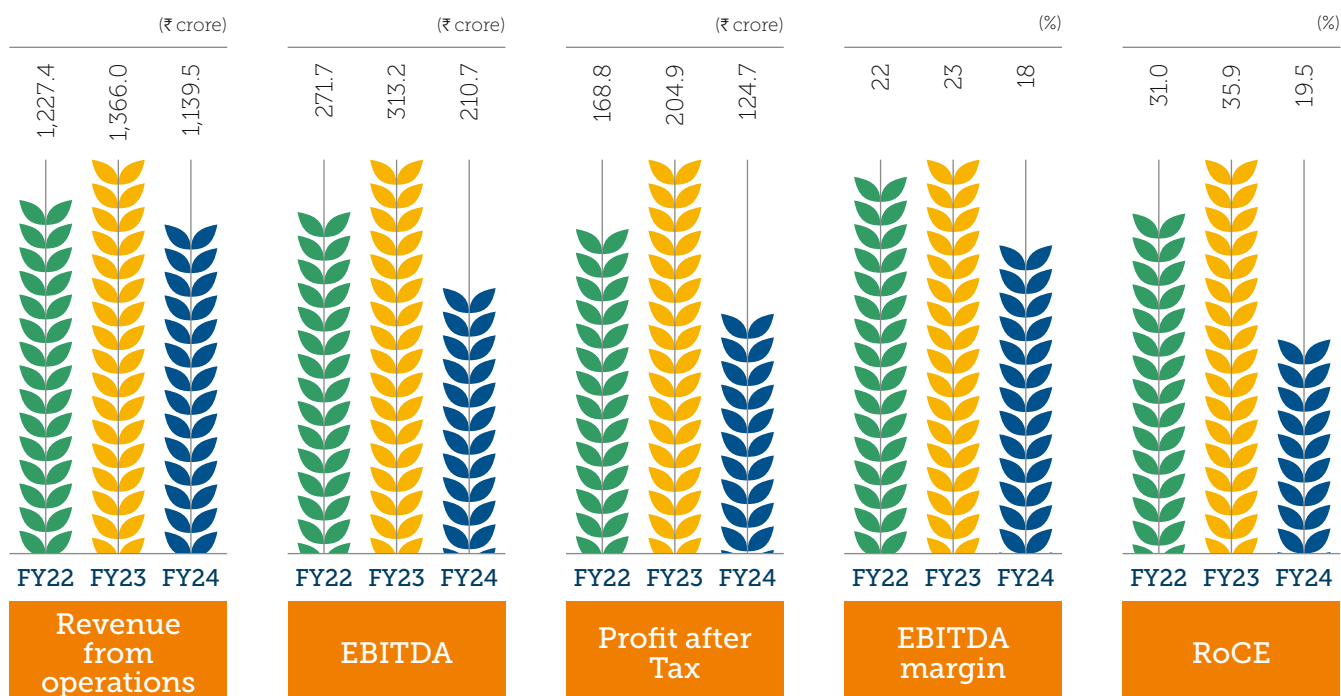
### Product-wise revenues

**3-PL** 45.8% in FY2023-24 vs 55.8% in FY2022-23

**PMP** 51.5% in FY2023-24 vs 40.6% in FY2022-23

**Adjacent products and others** (including PTO applications, hydraulics and fabrications) 2.7% in FY2023-24 vs 3.5% in FY2022-23

## Financial highlights



Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue from operations (₹ crores)	1139.5	1,366.02
EBITDA (₹ crores)	210.7	313.23
EBITDA margin %	18.3%	22.7%
Profit After Tax (₹ crores)	124.7	204.9
Profit After Tax Margin %	10.9%	14.8%
Return on Capital Employed %	19.5%	35.9%
Cashflow from Operations/EBITDA	199.7	252.75

### Internal control systems and adequacy

Uniparts India Limited has established an internal control system to ensure the adequacy and effectiveness of its internal controls. The Company's internal control system includes policies, procedures and processes designed to safeguard assets, prevent and detect fraud and ensure the accuracy and completeness of financial reporting. The internal control system is overseen by the Audit Committee of the Board of Directors, which reviews the adequacy and effectiveness of the system on an ongoing basis. In addition, the Company's internal auditors conduct periodic audits of the internal control system and report their findings to the audit committee. Uniparts India Limited believes that its internal control system is adequate to manage the risks inherent in its business operations and to ensure the reliability of its financial reporting.

### Human resources

Uniparts India Limited acknowledges the importance of its workforce and is committed to supporting a culture that encourages the growth and retention of top talent. The Company provides a range of employee benefits, including health insurance, retirement benefits and opportunities for training and development to support employee advancement. A performance management system is in place to evaluate employee performance, offering feedback and coaching for ongoing enhancement. Upholding its dedication to diversity and inclusion, Uniparts India Limited has implemented policies and practices that promote equal opportunities for all employees, regardless of gender, ethnicity, or background.

### Cautionary statement

Statements in the Management Discussion and Analysis and elsewhere in this Annual Report describing the Company's objectives, projections, estimates, expectations, or predictions, views on the end industry and world economy in general may be forward-looking statements within the meaning of applicable securities laws and regulations. Forward-looking statements are necessarily dependent on assumptions, data or methods that may be incorrect or imprecise and that may be incapable of being realised and as such, are not intended to be a guarantee of future results, but constitute our current expectations based on reasonable assumptions. Actual results could differ materially from those projected in any forward-looking statements due to various events, risks, uncertainties and other factors. We neither assume any obligation nor intend to update or revise any forward looking statements, whether as a result of new information, future events or otherwise.

# Board of Directors



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## Mr. Gurdeep Soni

### Chairman and Managing Director

Mr. Gurdeep Soni, the Chairman and Managing Director of the Company, has been an integral part of the organisation since inception. He joined the Company as a Director on September 26, 1994 and has played a key role in its success. With a Master's degree in Management Studies from the prestigious Birla Institute of Technology and Science, Pilani, he brings a wealth of knowledge and expertise. Mr. Soni brings 44 years of work experience, including various positions within the Uniparts Group. He oversees the day-to-day operations of the Company and holds responsibility for the after-market business of the Uniparts Group.

2

## Mr. Paramjit Singh Soni

### Executive Director and Vice Chairman

Mr. Paramjit Singh Soni serves as an Executive Director of the Company and has been a part of the organisation since its inception. He was appointed as a Director on September 26, 1994. He holds a Bachelor's degree in Commerce

from the University of Delhi. In 42 years of work experience, he has held various roles within the Uniparts Group and is based in the USA. Mr. Soni plays a pivotal role in the Uniparts Group's OEM business, taking charge of its operations. He contributes to the formulation of corporate strategies and planning. His expertise lies in business growth and diversification. Mr. Soni's contributions have been instrumental in shaping the Company's direction and success.

3

## Mr. Herbert Coenen

### Non-Executive Director

Mr. Herbert Coenen serves as a Non-Executive Director of the Company and was appointed to the position on January 12, 2013. He holds a Diploma in Mechanical Engineering from University of Applied Science, Cologne. With over 37 years of experience, Mr. Coenen worked with GKN Walterscheid GmbH before joining the Uniparts Group in May 2005. Mr. Coenen has played a pivotal role in business development, expansion and technology adoption. His expertise and contributions have been instrumental in driving the Company's operations. He holds the position of Managing Director

of our subsidiary Uniparts India GmbH.

4

## Mr. Alok Nagory

### Independent Director

Mr. Alok Nagory serves as an Independent Director of the Company, having been appointed to the position on August 23, 2014. He holds a Master of Science degree in Biological Science from Birla Institute of Technology and Science, Pilani. Mr. Nagory possesses 45 years of experience in international business development, joint ventures and acquisitions, during his tenure at The India Thermit Corporation. Mr. Nagory holds the esteemed positions of Chairman and Managing Director at The India Thermit Corporation Limited.

5

## Mr. Sanjeev Kumar Chanana

### Independent Director

Mr. Sanjeev Kumar Chanana serves as an Independent Director of our Company. He was appointed as the Director of our Company on February 17, 2022. Mr. Chanana holds a Bachelor's degree in Law and a Master's degree in Arts from the University of Delhi. He is a member of the Institute of



Company Secretaries of India. Mr. Chanana brings over 26 years of extensive work experience in investments, technology and corporate governance. He was previously associated with Oriental Insurance Company Limited and The New India Assurance Company Limited.

6

### **Ms. Shradha Suri** **Independent Director**

Ms. Shradha Suri serves as an Independent Director of our Company, having been appointed to the position on August 23, 2014. She holds a Master's degree in Science from the London School of Economics and Political Science, University of London, as well as a Master's degree in science with a focus on international marketing and management from the University of Leeds. With over 23 years of experience, Ms. Suri has played a pivotal role in the management of affairs, policy formulation cum implementation, strategic direction and overall operations of Subros Limited. She holds the position of Chairperson and Managing Director of Subros Limited, a part of the Suri Group. The Suri Group encompasses diverse businesses, including automotive components, cooling systems, hospitality, telecom and education. Ms. Suri's rich experience and leadership extends beyond her role in our Company. She serves as the President of the Automotive Components Manufacturers Association of India.

7

### **Mrs. Celine George** **Independent Director**

Mrs. Celine George is an Independent Director of our Company. She was appointed as a Director of our Company on November 9, 2023. She 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 organisation Development. She is also a certified in the EUM for coaching and facilitation. She 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 is presently associated with Green Clouds Education Solutions Private Limited as a Director & Co-promoter. She also 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 organisation that has pioneered the autism movement in India and South Asia and runs facilities for persons on the Autism Spectrum.

8

### **Mr. Parmeet Singh Kalra** **Independent Director**

Mr. Parmeet Singh Kalra is an Independent Director of the Company. He was appointed as a Director of the Company on February 8, 2024. He holds a bachelor's degree in mechanical engineering from Manipal Institute of Technology and a master's degree in business administration from Delhi University. He has over 47 years of diverse experience in construction, mining sector, industrial equipment sales including entrepreneurial experience. He has

worked with Ingersoll Rand India Pvt. Ltd., a multinational corporation for a period of 20 years at senior management level. Presently, he is operating entrepreneurial ventures and has dealership of Kobelco Construction Equipment India Pvt. Ltd. (A Japanese MNC) for distribution of construction equipment(s). He is also part of the Board of Directors of Gripwel Fasteners Pvt. Ltd. (a wholly owned subsidiary Company) as an Independent Director.

9

### **Mr. Ajaya Chand** **Independent Director**

Mr. Ajaya Chand is an Independent Director of the Company. He was appointed as an Additional Director of the Company on August 8, 2024 and designated as Non-Executive Independent Director. He holds a bachelor's degree in commerce from Hansraj College from University of Delhi and is also a qualified chartered accountant. He is currently an independent financial and management consultant. He has over 40 years of experience in Financial Accounting/ Restructuring/ Planning, Implementation of Cost Control System, Internal Audit, Systems Audit, Management Audit, Listing, Merger & Amalgamation and Contracts Management. Prior to that, he was associated with DEN Networks Limited, Zoom Communications Limited, Global Broadcast News, ibn18 Broadcast Limited and New Delhi Television Limited.



# BOARD'S REPORT

## Dear Members,

Your Directors have the pleasure in presenting the 30<sup>th</sup> Annual Report together with the audited financial statements of the Company for the financial year ended March 31, 2024.

### 1. Financial Results

The financial performance of your Company for the Financial Year March 31, 2024, is summarized below: -

PARTICULARS	STANDALONE		CONSOLIDATED	
	31-03-2024	31-03-2023	31-03-2024	31-03-2023
Turnover	7,046.65	9,292.36	11,395.35	13,660.21
Other Income	922.97	483.22	93.25	162.23
Profit/(loss) before finance charges, tax, depreciation (PBITDA)	1,912.25	2,143.12	2,107.09	3,132.33
Less: Finance Charges	20.17	31.84	56.37	59.73
Profit Before Depreciation and Amortization expenses (PBTDA)	1,892.08	2,111.28	2,050.72	3,072.60
Less: Depreciation	273.83	260.53	417.16	390.28
Profit Before Tax (PBT)	1,618.25	1,850.75	1,633.56	2,682.32
Provision for Taxation	204.19	355.50	386.68	633.39
Profit/(loss) After Tax (PAT)	1,414.06	1,495.25	1,246.88	2,048.93
Other Comprehensive Income	32.57	(15.63)	(5.44)	(111.13)
Total Comprehensive Income for the year	1,446.63	1,479.62	1,241.44	1,937.80
Earning Per Share (in INR) (Basic)	31.91	33.81	28.13	46.32
Earning Per Share (in INR) (Diluted)	31.33	33.13	27.62	45.40

### 2. Financial Statement

The Standalone and Consolidated Financial Statements of your Company for the Financial Year ended March 31, 2024, are prepared in compliance with the applicable provisions of the Companies Act, 2013 ("the Act"), Indian Accounting Standards ("Ind AS") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [the "Listing Regulations"].

### 3. Operational Highlights

On consolidated basis for the financial year 2023-24, your Company achieved total revenue from operations of INR 11,395.35 million as compared to the revenue of INR 13,660.21 million of the previous financial year 2022-23, from continuing operations. The profit after tax for the financial year 2023-24, is INR 1,246.88 million as compared to the profit after tax of INR 2,048.93 million of the previous financial year 2022-23.

On standalone basis for the financial year 2023-24, your Company achieved total revenue from operations of INR 7,046.65 million as compared to its total revenue of INR 9,292.36 million of the previous

financial year 2022-23 from continuing operations. The profit after tax for the year 2023-24, is INR 1,414.06 million as compared to INR 1,495.25 million of the previous financial year 2022-23.

The operational performance of the Company has been comprehensively covered in the Management Discussion and Analysis Report. The Management Discussion and Analysis Report for the year under review, as stipulated under the Listing Regulation, is presented in a separate section forming part of the Annual Report.

### 4. Transfer to Reserve

The Board of Directors of the Company has not transferred any amount to the Reserves for the year under review.

### 5. Dividend

During the financial year 2023-24, the Board of Directors has declared an interim dividend of Rs. 8.00/- per equity share (i.e., 80.00%) and a second interim dividend of Rs. 6.00/- per equity share (i.e., 60%) in its meeting dated November 09, 2023, and February 08, 2024, respectively.

The Board has decided not to recommend a final dividend for the financial year 2023-24. The dividend payout has been determined in accordance with the Dividend Distribution Policy of the Company. Pursuant to Regulation 43A of the Listing Regulations, the Company had adopted the Dividend Distribution Policy which is available on the Company's website at: [https://www.unipartsgroup.com/home/code\\_of\\_conduct\\_policies](https://www.unipartsgroup.com/home/code_of_conduct_policies)

## 6. Material Development during the year

### Transition towards Green Energy

Uniparts Group in its constant endeavor to transition towards green energy and subsequently reduce its carbon footprints, has executed an open access Solar Power Purchase Agreements with a Solar Power Producer for a term of 25 years for contracting a power capacity of 5.5 MWp for manufacturing facilities at Plot No. B-208/A1 & A2, Phase-2, Noida, Uttar Pradesh – 201305 and 142A/30 to 142A/51, NSEZ, Noida – 201305, Uttar Pradesh.

Further, with respect to manufacturing facility situated at Visakhapatnam – 531011, Andhra Pradesh, the Company has erected and installed a captive solar power plant of power capacity of 1000 KWp.

## 7. Material Changes and Commitments after the Financial Year affecting the Financial Position of the Company

There are no adverse material changes or commitments that occurred after March 31, 2024, which may affect the financial position of the Company or may require disclosure.

## 8. Share Capital

As on March 31, 2024, the authorised share capital of the Company stood at INR 60,00,00,000/- divided into 6,00,00,000 equity shares of INR 10/- each and the paid-up share capital of the Company stood at INR 45,13,37,580/- divided into 4,51,33,758 equity shares of INR 10/- each. During the year under review, the Company has not issued shares with the differential voting rights nor has granted any stock options or sweat equity.

## 9. Employee Stock Option Schemes

During the financial year under review, the Company has formulated Uniparts Employee Stock Option Plan 2023 ("ESOP 2023") and aligned the Uniparts Employee Stock Option Plan 2007 ("ESOP 2007") in terms of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 pursuant to the resolution passed by the shareholders through postal ballot on January 09, 2024. As on financial year ended on March 31, 2024, the Company has two Employee's Stock Option Plans ("ESOP Schemes") namely: -

- i) Uniparts Employee Stock Option Plan 2007 ("ESOP 2007"); and
- ii) Uniparts Employee Stock Option Plan 2023.

In accordance with the terms of the aforesaid schemes, options may be granted to employees of the Company and subsidiaries which gives them rights to receive equity shares of the Company having face value of INR 10/- (Indian Rupees ten) each on vesting. The Company confirms that the ESOP Schemes are in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI ESOP Regulations").

Further, details for employee stock options plans of the Company also form part of the notes to accounts of the financial statements. The relevant information related to ESOP has been given in financials of the Company. The Company has obtained certificate(s) from Secretarial Auditor confirming that ESOP 2007 and ESOP 2023 have been implemented in accordance with the SEBI ESOP Regulations. The said certificate(s) will be made available for inspection by the members electronically during business hours till ensuing Annual General Meeting ("AGM") of the Company.

The disclosures pursuant to Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are attached to this report as "ANNEXURE A".

## 10. Credit Rating

The present credit rating of the Company is as under:

Rating Agency	ICRA Limited
Long Term Rating	ICRA AA minus
Short Term Rating	ICRA A1 plus

## 11. Subsidiaries, Joint Ventures and Associate Companies

During the year under review and till the date of this report, no company has become or ceased to be a subsidiary, joint venture or associate of the Company.

A statement providing details of performance and salient features of the financial statements of Subsidiary companies, as per Section 129(3) of the Act, is attached to the financial statements of the Company.

The audited financial statement including the consolidated financial statement of the Company and all other documents required to be attached thereto is put up on the Company's website and can be accessed at [https://www.unipartsgroup.com/home/annual\\_report](https://www.unipartsgroup.com/home/annual_report) The financial statements of the subsidiaries, as required, are put up on the Company's website and can be accessed at <https://www.unipartsgroup.com/>



[home/subsidiary\\_company\\_report](https://www.unipartsgroup.com/home/subsidiary_company_report). The Company has formulated a policy for determining Material Subsidiaries and the same is placed on the Company's website at the link: <https://www.unipartsgroup.com/home/disclosures-regulation-sebi-regulations2>

## 12. Particulars of Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013

Particulars of loans, guarantees and investments covered under Section 186 of the Act, forms part of notes to the financial statements provided in this Annual Report.

## 13. Particulars of Contracts or Arrangements with Related Parties

All contracts / arrangements / transactions entered into by the Company during the financial year with related parties were in its ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions or which is required to be reported in Form No. AOC-2 in terms of Section 134(3)(h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Members may refer Note 40 to the Standalone Financial Statement which sets out related party disclosures pursuant to Ind AS/applicable accounting standards.

The Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions as approved by the Board is put up on the Company's website and can be accessed at [https://www.unipartsgroup.com/home/code\\_of\\_conduct\\_policies](https://www.unipartsgroup.com/home/code_of_conduct_policies)

There were no materially significant related party transactions which could have potential conflict with the interest of the Company at large.

## 14. Internal Financial Controls

Your Company has in place adequate internal financial controls, with reference to financial statements, commensurate with the size, scale and complexity of its operations. An extensive risk-based program of internal audits and management reviews provides assurance to the Board regarding the adequacy and efficacy of internal controls. The internal audit plan is also aligned to the business objectives of the Company, which is reviewed and approved by the Audit Committee. Further, the Audit Committee monitors the adequacy and effectiveness of your Company's internal control framework. The internal control system has been designed to ensure that financial and other records are reliable

for preparing financial and other statements and for maintaining accountability of assets.

## 15. Risk Management

The Company has a strong risk management framework comprising of risk governance structure and defined risk management processes. The Board of Directors of the Company has formed a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

## 16. Corporate Social Responsibility (CSR)

The CSR policy, formulated by the Corporate Social Responsibility ("CSR") Committee and approved by the Board, continues unchanged. The policy can be accessed at [https://www.unipartsgroup.com/home/corporate\\_social\\_responsibility\\_csr](https://www.unipartsgroup.com/home/corporate_social_responsibility_csr)

In terms of the CSR Policy, the focus areas of engagement shall be affordable healthcare solutions, access to quality education, promotion of sports, community developments, rural transformation, environmental sustainability and other need-based initiatives.

The annual report on CSR activities is annexed herewith and marked as "ANNEXURE B" to this Report.

## 17. Secretarial Standards

The Company is in compliance with all the applicable Secretarial Standards issued by the Instituted of Company Secretary of India.

## 18. Directors and Key Managerial Personnel

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Herbert Klaus Coenen (DIN: 00916001), Non-Executive Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment. The Board of Directors has recommended his re-appointment.

During the year under review, Mr. Sharat Krishan Mathur (DIN: 01217742), Non-Executive Independent Director ceased to director of the Company, pursuant to completion of his second term of office on March 31, 2024. The Board places on record its deepest gratitude and appreciation towards the valuable contribution made by Mr. Mathur towards the growth and governance of the Company during his tenure as director of the Company.

Mr. Gurdeep Soni (DIN: 00011478) was appointed as "Chairman and Managing Director" of the Company,

for a period of 3 years from April 01, 2021 to March 31, 2024. The Board of Directors, at its meeting held on November 9, 2023, based on the recommendation of Nomination and Remuneration Committee, reappointed Mr. Gurdeep Soni as Managing Director of the Company for a period of 5 years, i.e., from April 1, 2024 to March 31, 2029 (without any remuneration) which was approved by the Shareholders of the Company vide Postal Ballot resolution dated January 09, 2024.

Ms. Celine George (DIN: 02563846) was appointed as Non-Executive Independent Director of the Company for a period of 2 years, by the Board of Directors in its meeting dated November 09, 2023, based on the recommendation of the Nomination and Remuneration Committee. The Shareholders vide Postal Ballot resolution dated January 09, 2024, approved her appointment including tenure.

Mr. Parmeet Singh Kalra (DIN: 06928230) was appointed as Non-Executive Independent Director of the Company for a period of 5 years, by the Board of Directors in its meeting dated February 08, 2024, based on the recommendation of the Nomination and Remuneration Committee. The Shareholders vide Postal Ballot resolution dated April 21, 2024, approved his appointment including tenure.

Mr. Ajaya Chand (DIN: 02334456) has been appointed as a Non-Executive Independent Director of the Company for a period of 3 years, by the Board of Directors in its meeting dated August 08, 2024, based on the recommendation of the Nomination and Remuneration Committee, subject to the approval of Shareholders. The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, commends his appointment at the ensuing AGM.

#### **Declaration by Independent Directors**

The Board of Directors has received declarations from all the Independent Directors of the Company confirming that they meet with criteria of independence as prescribed both under sub-section (6) of Section 149 read with Schedule IV of the Act and under Regulation 16(1)(b) read with Regulation 25 of the Listing Regulations. The Board is of the opinion that they are the persons of integrity and possesses relevant expertise and experience.

During the year, Independent Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board of Directors, Committee(s) and meeting of the Independent Directors. The details of remuneration and/ or other benefits of

the Independent Directors are mentioned in the Corporate Governance Report.

#### **Policy on Appointment and Remuneration**

The Company has devised Nomination and Remuneration Policy which sets out the guiding principles for the Nomination and Remuneration Committee for-

- a) Selection of Directors and determining Directors' independence;
- b) Appointment of the Senior Managerial Personnel; and
- c) Remuneration of Directors, Key Managerial Personnel, Senior Management and other employees.

The Policy also provides for the factors in evaluating the suitability of individual Board members with diverse background and experience that are relevant for the Company's operations.

The aforesaid policy is put up on the Company's website at [https://www.unipartsgroup.com/home/code\\_of\\_conduct\\_policies](https://www.unipartsgroup.com/home/code_of_conduct_policies).

### **19. Directors' Responsibility Statement**

Pursuant to Section 134(5) of the Act, Directors confirm that:

- a. in preparation of the annual accounts for the financial year ended March 31, 2024, the applicable Accounting Standards have been followed and there was no material departure.
- b. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2024, and of the profit of the Company for that period;
- c. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. they have prepared the annual accounts on a going concern basis;
- e. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



## 20. Corporate Governance

The Company is committed to maintaining the highest standards of Corporate Governance and adhering to the Corporate Governance requirements set out by the SEBI.

The detailed Corporate Governance Report of the Company in pursuance of the Listing Regulations forms part of the Annual Report of the Company. The requisite Certificate from a Practicing Company Secretary confirming compliance with the conditions of Corporate Governance as stipulated under the Listing Regulations is attached to the Corporate Governance Report.

## 21. Business Responsibility and Sustainability Report

In accordance with the Listing Regulations, we have provided the Business Responsibility and Sustainability Report (BRSR) as a part of this Annual Report describing the initiatives undertaken by the Company from an environmental, social and governance perspective during the year under review.

## 22. Performance Evaluation

The Company has a policy for performance evaluation of the Board, Committees and other individual Directors (including Independent Directors) which include criteria for performance evaluation of Non-executive Directors and Executive Directors.

In accordance with the manner specified by the Nomination and Remuneration Committee, the Board carried out annual performance evaluation of the Board, its Committees and Individual Directors. The Independent Directors carried out the annual performance evaluation of the Chairperson, the non-independent directors and the Board as a whole. The Chairman of the respective Committees shared the report on evaluation with the respective Committee members. The performance of each Committee was evaluated by the Board, based on report on evaluation received from respective Committees. A consolidated report was shared with the Chairman of the Board for his review and giving feedback to each Director.

## 23. Auditors and Auditors' Report

### A. Statutory Auditors

M/s. S.C. Varma & Co., Chartered Accountants (Firm Registration Number 000533N), were appointed as Auditors of the Company for a term of 5 (five) years i.e. commencing from the conclusion of 28<sup>th</sup> Annual General Meeting till the conclusion of 33<sup>rd</sup> Annual General Meeting of the Company. They have confirmed their eligibility and qualifications required under the Act for holding office as Auditors of the Company.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

### B. Secretarial Auditor

The Board of Directors of the Company had appointed M/s. Sanjay Grover and Associates, Company Secretaries, to conduct Secretarial Audit for the financial year 2023-24. The Secretarial Audit Report of the Company and Gripwel Fasteners Private Limited, a material subsidiary company, for the financial year ended March 31, 2024, are annexed herewith marked as "ANNEXURE C" to this Report. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

### C. Cost Auditor

The Board of Directors of the Company has appointed M/s. Vijender Sharma & Co., Cost Accountants (Firm Registration no. 00180) to conduct Cost Audit of the Company for the financial year 2023-24 under Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014.

In accordance with the provisions of Section 148(1) of the Act, read with the Companies (Cost Records and Audit) Rules, 2014, the Company has maintained cost accounts and records.

## 24. Board and its Committees.

### A. Meetings of the Board

During the financial year 2023-24, five meetings of the Board of Directors were held. The particulars of the meetings held and attended by each Director are detailed in the Corporate Governance Report.

### B. Audit Committee

During the financial year 2023-24, four meetings of the Audit Committee were held. The Audit Committee of the Company comprised of Mr. Parmeet Singh Kalra, Non-Executive Independent Director (Chairman), Mr. Alok Nagory, Non-Executive Independent Director, Mr. Sharat Krishan Mathur, Non-Executive Independent Director and Mr. Gurdeep Soni, Chairman & Managing Director, as members. During the year, all the recommendations made by the Audit Committee were accepted by the Board. The particulars of the meetings held and attended by each Member are detailed in the Corporate Governance Report.

### C. Corporate Social Responsibility Committee

During the financial year 2023-24, one meeting of the Corporate Social Responsibility Committee was held. The Corporate Social Responsibility Committee comprised of Mr. Gurdeep Soni, Chairman &

Managing Director (Chairman), Mr. Sharat Krishan Mathur, Non-Executive Independent Director, Ms. Celine George, Non-Executive Independent Director and Mr. Paramjit Singh Soni, Vice Chairman and Executive Director, as members. The particulars of the meetings held and attended by each Member are detailed in the Corporate Governance Report.

#### D. Nomination and Remuneration Committee

During the financial year 2023-24, three meetings of the Nomination and Remuneration Committee were held. The Nomination and Remuneration Committee of the Company comprised of Mr. Alok Nagory, Non-Executive Independent Director (Chairman), Ms. Celine George, Non-Executive Independent Director, Mr. Sharat Krishan Mathur, Non-Executive Independent Director, Ms. Shradha Suri, Non-Executive Independent Director and Mr. Gurdeep Soni, Chairman & Managing Director, as members. The particulars of the meetings held and attended by each Member are detailed in the Corporate Governance Report.

#### E. Stakeholders Relationship Committee

During the financial year 2023-24, one meeting of the Stakeholders Relationship Committee was held. The Stakeholders Relationship Committee comprised of Mr. Parmeet Singh Kalra, Non-Executive Independent Director (Chairman), Mr. Sanjeev Kumar Chanana, Non-Executive Independent Director, Mr. Sharat Krishan Mathur, Non-Executive Independent Director and Mr. Paramjit Singh Soni, Vice Chairman and Executive Director. The particulars of the meetings held and attended by each Member are detailed in the Corporate Governance Report.

#### F. Risk Management Committee

During the financial year 2023-24, two meetings of the Risk Management Committee were held. The Risk Management Committee comprised of Mr. Herbert Coenen, Non-Executive Director (Chairman), Mr. Parmeet Singh Kalra, Non-Executive Independent Director, Mr. Sharat Krishan Mathur, Non-Executive Independent Director, Mr. Gurdeep Soni, Chairman & Managing Director, Mr. Sudhakar Kolli, Group Chief Operating Officer and Mr. Rohit Maheshwari, Group Chief Financial Officer. The particulars of the meetings held and attended by each Member are detailed in the Corporate Governance Report.

The details of the composition, dates of meetings, attendance and terms of reference of each of the Committees are disclosed in the Corporate Governance Report, which forms part of this report.

### 25. Vigil Mechanism

Pursuant to the provisions of Section 177(9) of the Act, read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22

of the Listing Regulations and in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors had approved the Policy on Vigil Mechanism/Whistle Blower and the same has been hosted on the website of the Company.

Over the years, the Company has established a reputation for doing business with integrity and displays zero tolerance for any form of unethical behavior. The mechanism under the Policy has been appropriately communicated within the organization. This Policy inter-alia provides a direct access to the Chairperson of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee. The Company reached out to employees through physical / virtual sessions with an aim for creating greater awareness on this subject. During the year under review, the Company has not received any complaints under the said mechanism. The Whistle Blower Policy of the Company has been displayed on the Company's website at the link: <https://www.unipartsgroup.com/home/disclosures-regulation-sebi-regulations2>

### 26. Prevention of Sexual Harassment at Workplace

The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH Act) and the Rules thereunder.

All women associate (permanent, temporary, contractual and trainees) as well as any women visiting the Company's office premises or women service providers are covered under this Policy.

The Company has constituted Internal Complaints Committee under the POSH Act and during the year under review, no complaints were received by the Committee.

### 27. Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 134(3)(m) of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014 are appended as "ANNEXURE D" to this report.

### 28. Annual Return

As required under Section 134(3)(a) of the Act, the Annual Return is put up on the Company's website and can be accessed at [https://www.unipartsgroup.com/home/annual\\_return](https://www.unipartsgroup.com/home/annual_return)



## 29. Particulars of Employees and related disclosures

In terms of provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names of top ten employees in terms of remuneration drawn and names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules forms part of this Report.

In terms of the second proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company. Any member interested in obtaining such particulars may write to the Company on email id [compliance.officer@unipartsgroup.com](mailto:compliance.officer@unipartsgroup.com).

## 30. General

The Board of Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions or applicability on these items during the year under review:

- i) Details relating to deposits covered under Chapter V of the Act;
- ii) Issue of equity shares with differential rights as to dividend, voting or otherwise;
- iii) Issue of shares (including sweat equity shares) to employees of the Company under any scheme except Employees' Stock Option Plan referred to in this report;
- iv) The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees;
- v) No significant or material orders were passed by the Regulators or Courts or Tribunals which

impact the going concern status and Company's operations in future;

- vi) No fraud has been reported by the Auditors to the Audit Committee or the Board;
- vii) There has been no change in the nature of business of the Company;
- viii) There is no application made / proceeding pending under the Insolvency and Bankruptcy Code, 2016
- ix) There was no instance of one-time settlement with any Bank or Financial Institution.

## 31. Acknowledgement

The Board of Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, business partners, customers, vendors and members during the year under review. The Board of Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

### For and on behalf of the Board of Directors

Sd/-

**Gurdeep Soni**

Chairman & Managing Director

DIN: 00011478

Date: August 08, 2024

Place: Noida, Uttar Pradesh



## ANNEXURE A

## Disclosure pursuant to Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as of March 31, 2024

As on financial year ended on March 31, 2024, the Company has two Employee's Stock Option Plans namely: Uniparts Employee Stock Option Plan 2007 ("ESOP 2007") and Uniparts Employee Stock Option Plan 2023 ("ESOP 2023"). All the relevant details of these schemes are provided below and are also available on website of the Company.

1. Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time.

Please refer Note No 35 of Notes to the Standalone Financial Statements forming part of the Annual Report.

2. Diluted EPS on issue of shares pursuant to the scheme covered under the Regulations shall be disclosed in accordance with 'Indian Accounting Standard (Ind AS)-33 Earnings Per Share' issued by the Central Government or any other relevant accounting standards as issued from time to time:

Fully diluted Earnings Per Share (EPS) pursuant to issue of Equity Shares on exercise of options calculated in accordance with Ind AS-33 'Earnings Per Share'	EPS has been disclosed in Note No. 30 of the Standalone Financial Statements
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### Details related to ESOP 2007 and ESOP 2023

S.No.	Particulars	ESOP 2007	ESOP 2023
(i)	(a) Date of Shareholders Approval	The Shareholders approved ESOP 2007 on February 02, 2007 which was last amended by the Shareholders of the Company on January 09, 2024.	The Shareholders approved ESOP 2023 on January 09, 2024.
	(b) Total No. of options approved	1,039,200	9,02,675
	(c) Vesting requirements	<p>As per the Scheme, the Company has granted 1,14,833 options @ Rs.135/- per option (Grant - 1), 42,764 options @ Rs.135/- per option (Grant - 2), 25,000 options @ Rs.135/- per option (Grant - 3), 86,592 Right Issue @ Rs.45/- per share, 28,912 options @ Rs.105/- per option (Grant - 4), 26,209 options @ Rs.105/- per option (Grant - 5), 28,825 options @ Rs.105/- per option (Grant - 6), 11,255 options @ Rs.105/- per option (Grant - 7), 5,000 options @ Rs.105/- per option (Grant - 8), 21,465 options @ Rs.105/- per option (Grant - 9), 324,637 Bonus Issue @ Rs. Nil per share, 35,102 options @ Rs.52.50 per option (Grant - 10), 52,948 options @ Rs.52.50 per option (Grant - 11), 292,500 options @ Rs.52.50 per option (Grant - 12), 25,000 options @ Rs.52.50 per option (Grant - 13), 102,948 options @ Rs.52.50 per option (Grant - 14), 67,412 options @ Rs.52.50 per option (Grant - 15) and 2,500 options @ Rs.52.50 per option (Grant - 16) in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, to the selected employees of the Company. The method of settlement is by issue of equity shares to the selected employees who have accepted the option.</p> <p>Period within which options will vest to the participants Grant-1 to Grant-10 and Grant-12, Grant-13, Grant- 15 and Grant- 16:</p> <p>2 years from the date of Grant of Options 33% 3 years from the date of Grant of Options 33% 4 years from the date of Grant of Options 34% Grant- 11 &amp; Grant-14: 12 months from the date of Grant of Options 100%</p>	Minimum vesting period of 1 year and not later than maximum vesting period of 4 years from the date of grant.



S.No.	Particulars	ESOP 2007	ESOP 2023
(d)	Exercise Price or Pricing formula	Pricing formula: Black Scholes Option Valuation Model has been used for determining the fair value of an option granted under ESOP scheme.	Maximum of 25% (twenty-five percent) discount to Market Price of Share as on the date of grant.
(e)	Maximum term of options granted	For Options granted prior to IPO- - 15 years from the date of grant of options which may be extended with applicable approvals. For Options which will be granted after IPO in terms of shareholders' approval- - 3 years from the date of completion of each Vesting	All the Options granted on any date shall vest not later than the maximum period of 4 years from the date of grant.
(f)	Source of shares (primary, secondary or combination)	Trust Route- The shares equivalent to granted options are allotted to Uniparts ESOP Trust ("Trust") which are transferred to eligible employees as and when the options are exercised by them	Primary Market
(g)	Variation in terms of options	For Options which will be granted after IPO in terms of shareholders' approval, the exercise period will be 3 years from the date of completion of each Vesting.	None
(ii)	Method used to account for ESOP 2007 & ESOP 2023	Fair Value	
(iii)	Where the company opts for expensing of the options using the intrinsic value of the options, 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. The impact of this difference on profits and on EPS of the Company	Not applicable since the Company has used fair value of options for the purposes of recognizing employees compensation cost.	
(iv)	Option movement during Financial Year 2023-24		Not Applicable since no options have been granted during the financial year 2023-24.
	Number of options outstanding at the beginning of the year	6,90,233	
	Number of options granted during the year	None	
	Number of options forfeited / lapsed during the year	25,176	
	Number of options vested during the year	32,471	
	Number of options exercised during the year	3,33,543	

S.No.	Particulars	ESOP 2007	ESOP 2023
	Number of shares arising as a result of exercise of options	3,33,543	
	Money realized by exercise of options, if scheme is implemented directly by the Company	Rs. 1,75,11,007.50 realized by Trust pursuant to exercise of options by eligible employees. Subsequently, the amount received by the Company.	
	Loan repaid by the Trust during the year from exercise price received	Rs. 3,21,26,715	
	Number of options outstanding at the end of the year	3,31,514	
	Number of options exercisable at the end of the year	3,11,414	
(v)	Weighted - average exercise prices and weighted average fair values of options whose exercise price either equals or exceeds or is less than the market price of the stock	Please refer Note No. 35 of Notes to the Standalone Financial Statements forming part of the Annual Report.	Not Applicable since no options have been granted during the financial year 2023-24.
(vi)	Employee wise details of options granted during the year to:		Not Applicable since no options have been granted during the financial year 2023-24.
(a)	senior managerial personnel	Nil	
(b)	any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year	Nil	
(c)	identified employees who were granted option during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	Nil	



S.No.	Particulars	ESOP 2007	ESOP 2023
(vii)	Description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	Please refer Note No. 35 of Notes to the Standalone Financial Statements forming part of the Annual Report.	Not Applicable since no options have been granted during the financial year 2023-24.
(a)	the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model;		
(b)	the method used and the assumptions made to incorporate the effects of expected early exercise;		
(c)	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and		
(d)	whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition		

**ANNEXURE B**

## **ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES FOR THE FINANCIAL YEAR 2023-24**

**1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

The Company aims to ensure the implementation of CSR initiatives by identifying & helping under-developed areas with special emphasis on areas in and around factories/ units of the Company. The Company gives preference to the local area and areas around it where it operates, for spending the amount earmarked for CSR activities.

The CSR projects or programs or activities that benefit only the employees of the Company and their families, and contribution of any amount (directly or indirectly) to any political party, are not considered as CSR activities under the CSR Policy of the Company. The CSR activities are mapped with the activities as prescribed in Schedule VII to the Companies Act, 2013 as amended from time to time.

In this regard, the Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is available on the website of the Company at the [www.unipartsgroup.com](http://www.unipartsgroup.com).

**2. The Composition of the CSR Committee.**

SI No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Gurdeep Soni	Chairman and Managing Director (Chairman of the Committee)	1	1
2	Mr. Paramjit Singh Soni	Vice-Chairman and Executive Director (Member)	1	1
3	Mr. Sharat Krishan Mathur*	Non-Executive Independent Director (Member)	1	1
4	Ms. Celine George**	Non-Executive Independent Director (Member)	0	0

\* Mr. Sharat Krishan Mathur ceased to be Director of the Company upon completion of two terms on March 31, 2024, and consequently ceased to be a member of the Corporate Social Responsibility Committee.

\*\* The Board has appointed Ms. Celine George as member of the Committee with effect from February 08, 2024.

**3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.**

- The composition of the CSR committee is available on our website, at <https://www.unipartsgroup.com/home/committees>.
- The Committee, with the approval of the Board, has adopted the CSR Policy as required under Section 135 of the Companies Act, 2013. The CSR Policy and CSR Projects approved by the Board of Directors of the Company are available on our website at [https://www.unipartsgroup.com/home/corporate\\_social\\_responsibility\\_csr](https://www.unipartsgroup.com/home/corporate_social_responsibility_csr).

**4. Executive summary along with weblink(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report):** Not Applicable

5. (a) Average net profit of the Company as per sub-section (5) of Section 135: Rs. 1,11,83,75,216  
 (b) Two percent of average net profit of the company as per sub-section (5) of Section 135:  
 Rs. 2,23,67,504  
 (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years:  
 NIL  
 (d) Amount required to be set off for the financial year, if any: NIL  
 (e) Total CSR obligation for the financial year [(b)+ (c)- (d)]: Rs. 2,23,67,504

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):  
 Rs. 2,19,10,780  
 (b) Amount spent in Administrative Overheads: NIL  
 (c) Amount spent on Impact Assessment, if applicable- Not Applicable  
 (d) Total amount spent for the Financial Year [(a)+(b)+(c)] – Rs. 2,19,10,780  
 (e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (6) of section 135.		
	Amount.	Date of transfer	Name of the Fund	Amount.	Date of transfer
Rs. 2.19,10,780	4,56,724#	20/04/2024	N.A.	N.A.	N.A.

# The Board of Directors of the Company approved to spend Rs. 2.25 Crore towards CSR Projects (both Ongoing Project and other than Ongoing Project) for financial year 2023-24. As per the approved budget, Rs. 6,00,111 remained unspent during the financial year which was transferred to Unspent CSR Account of the Company.

- (f) Excess amount for set off, if any: Nil

S. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	-
(ii)	Total amount spent for the Financial Year	-
(iii)	Excess amount spent for the Financial Year [(ii) - (i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
(v)	Amount available for set off in succeeding Financial Years [(iii) - (iv)]	-

7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years: Nil

S. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in Rs.)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs.)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in Rs.)	Deficiency, if any
					Amount (in Rs.)	Date of Transfer		
1.	2022-23							
2.	2021-22							
3.	2020-21							

**8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:** No

If yes, enter the number of Capital assets created/ acquired: Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

S. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR Amount Spent (in Rs.)	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address

Not Applicable

**9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135:** The Board of Directors of the Company approved to spend Rs. 2.25 Crore (against its CSR obligation of Rs. 2.24 Crore) towards CSR Projects (both Ongoing Project and other than Ongoing Project) for financial year 2023-24. As per the approved Annual Action Plan for CSR activities, Rs. 50,00,000 was given to The Christian Medical College & Hospital to spend towards health activities under ongoing project. The Hospital spent Rs. 43,99,889 out of Rs. 50,00,000 and will spend the balance unspent amount of Rs. 6,00,111 in financial year 2024-25. The said amount was transferred to Unspent CSR account of the Company within prescribed time limit.

**For Uniparts India Limited**

Sd/-

**Gurdeep Soni**

DIN: 00011478

Chairman and Managing Director and Chairman-CSR Committee



## SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**Uniparts India Limited**  
(CIN: L74899DL1994PLC061753)  
Gripwel House, Block-5, C6 7,  
Vasant Kunj, New-Delhi - 110070

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Uniparts India Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

### We report that-

- a) Maintenance of secretarial records are the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial statements of the Company.
- d) Wherever required, we have obtained the management representation about the compliances of laws, rules, regulations and happening of events etc.
- e) The compliance of the provisions of the corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- f) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and

also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2024 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, wherever applicable;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 {Not applicable during the audit period};



- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 {Not applicable during the audit period};
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 {Not applicable during the audit period};
  - (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018{Not applicable during the audit period}; and
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.
- (vi) Laws specifically applicable to the industry to which the Company belongs, as identified by the management, that is to say:
1. The Air (Prevention and Control of Pollution) Act, 1981;
  2. The Water (Prevention Control of Pollution) Act, 1974;
  3. The Environment (Protection) Act, 1986; and
  4. The Petroleum Act, 1934.

In assessing compliance with Labour Laws, and other General Laws, we rely on the documents, records, and files presented to us, as well as the information and explanations provided by the Company's officers and management. Based on our evaluation and understanding of the relevant enactments, we believe that the Company has implemented adequate systems and processes to monitor and ensure compliance with these laws.

We have also examined compliance with the applicable clauses of the Secretarial Standard on Meetings of the Board of Directors and on General Meetings issued by the Institute of Company Secretaries of India.

During the audit period, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards, etc. to the extent applicable, as mentioned above.

The Company is engaged in the manufacturing and supply of engineering systems, solutions, assemblies, including 3-point linkage systems and precision machined parts, primarily to off-highway vehicles in agriculture and construction,

forestry and mining sectors and its manufacturing facilities/plants are located at Noida (Uttar Pradesh) and Visakhapatnam (Andhra Pradesh) and two units at Ludhiana (Punjab). On the basis of management representation and our check on test basis, we are on the view that the Company has adequate system to ensure compliance of laws specifically applicable on it.

**We further report that** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices are given to all directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent in advance other than meeting held at shorter notice and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

Board decisions are carried out with unanimous consent and therefore, no dissenting views were required to be captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that**, during the year under review the Company has identified an inadvertent violation of the Code of Conduct ("Code"), under SEBI PIT Regulations. The Management has promptly taken disciplinary action in response to this instance. Furthermore, the company has reported the matter to the Stock Exchanges, pursuant to SEBI circular no. SEBI/HO/ISD/ISD/CIR/P/2020/135 dated July 23, 2020.

**We further report that** during the audit period the Company had no specific events or actions which are having a major bearing on the Company's Affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above except as under:

- I. The Board of Directors, during their meeting convened on 25<sup>th</sup> May 2023, declared Second Interim Dividend of INR 6 Per Share for the financial year 2022-23 which will be equivalent to INR 27.08/- Crores to be disbursed to the equity shareholders of the Company.



II. The Board of Directors, during their meeting convened on 09<sup>th</sup> November 2023, declared 1<sup>st</sup> Interim Dividend for the financial year 2023-24 at the rate of INR 8.00/- per share amounting to INR 36,10,70,064/- to be disbursed to the equity shareholders of the Company.

III. The Board of Directors, during their meeting convened on 09<sup>th</sup> November 2023, approved:

- a. introduction and implementation of 'Uniparts India Limited – Employee Stock Option Scheme 2023' ("ESOS 2023"/ "Scheme") and authorizing the Board of Directors of the Company 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").

These options are designated for employees working exclusively with the Company, its subsidiary companies, and group companies, both in India and internationally, excluding promoters, individuals from the promoter group, independent directors, and directors owning more than 10% of the Company's equity shares. Each option is exercisable for one fully paid-up equity share with a face value of INR 10/- (ten).

- b. grant of employee stock options to the eligible employees of subsidiary company(ies) of the company 'Uniparts India Limited – Employee Stock Option Scheme 2023' ("ESOS 2023"/ "Scheme").
- c. grant of employee stock option equal or more than 1% of issued capital to the to each identified employees under the 'Uniparts India Limited – Employee Stock Option Scheme 2023' ("ESOP 2023"). These Options will be exercisable into an equivalent number of fully paid-up equity shares of Rs. 10 face value each. The number of Options granted

to individuals may exceed or be equal to 1% of the Company's issued capital (excluding outstanding warrants and conversions) at the time of grant.

- d. ratification of the Uniparts Employee Stock Option Plan 2007 (or this "Plan" or "Scheme") as originally approved by the members of the Company vide Special Resolution dated February 2, 2007 and was last amended by the members' special resolution dated 23<sup>rd</sup> April, 2022, prior to initial public offer ("IPO") of equity shares ("Shares") of the Company, be and is hereby ratified within the meaning of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

- e. ratification of grant of employee stock options to the employees of subsidiary company(ies) of the company under Uniparts Employee Stock Option Plan 2007 (or this "plan" or "scheme").

Subsequently, shareholders of the company vide postal ballot dated January 09, 2024 approved all above mentioned resolutions.

IV. The Board of Directors, during their meeting convened on February 08, 2024, declared second interim dividend for FY 2023-24 of INR 6 per equity share of face value of INR 10 each i.e., 60% on the Equity Share Capital to be disbursed to the equity shareholders of the Company.

V. Shareholders of the company at their meeting (Annual General Meeting) held on 15<sup>th</sup> day of September, 2023 approved the payment of remuneration, in the form of commission or otherwise, to the Non-Executive Independent Directors for the financial year 2023-24 and beyond. This remuneration shall not exceed 0.25% of the net profits of the Company, calculated in accordance with Section 198 of the Companies Act, 2013.

For **SANJAY GROVER & ASSOCIATES**  
Company Secretaries  
Firm Registration No.: P2001DE052900  
Peer Review No.: 4268/2023

Sd/-  
**KAPIL DEV TANEJA**  
Partner

## FORM NO. MR-3

[PURSUANT TO SECTION 204(1) OF THE COMPANIES ACT, 2013 AND RULE NO. 9 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014]

# SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2024

To,  
The Members,  
**Gripwel Fasteners Private Limited**  
Gripwel House, Block 5 LSC, Sector C 6 & 7,  
Vasant Kunj, New Delhi-110070

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Gripwel Fasteners Private Limited (CIN: U29214DL2005PTC132107)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2024 ("**Audit Period**") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2024 according to the provisions of:

- The Companies Act, 2013 (the Act) and the rules made thereunder;
- Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above as applicable.

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following laws specifically applicable to the Company:

- The Air (Prevention and Control of Pollution) Act, 1981;
- The Water (Prevention Control of Pollution) Act, 1974;
- The Environment (Protection) Act, 1986; and
- The Petroleum Act, 1934.

### We further report that

The Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

### We further report that

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **NKJ & Associates**  
Company Secretaries

Sd/-

**Neelesh Kumar Jain**  
Practicing Company Secretary

FCS No.: 5593

CP No.:5233

UDIN: F005593F000399041

PR No.: 688/2020

Date: 24.05.2024

Place: Delhi

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report



## Annexure A

To,  
The Members,  
**Gripwel Fasteners Private Limited**  
Gripwel House, Block 5 LSC, Sector C 6 & 7,  
Vasant Kunj, New Delhi - 110070

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **NKJ & Associates**  
Company Secretaries

Date: 24.05.2024  
Place: Delhi

**Sd/-**  
**Neelesh Kumar Jain**  
Practicing Company Secretary  
FCS No.: 5593  
CP No.:5233  
UDIN: F005593F000399041  
PR No.: 688/2020

## ANNEXURE D

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

(Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with rule 8(3) of the Companies (Accounts) Rules, 2015)

### A Conservation of Energy

#### (i) Steps taken for conservation of energy

The Company is committed to energy conservation across all its manufacturing units. Several initiatives have been implemented to achieve this goal, and the manufacturing units remain ISO 14001 compliant. Here are some key measures:

- **Lean Practices:** Collaborating with ACMA (Automotive Component Manufacturers Association), we have implemented lean practices in various areas:
  - » **Lean Electricals** for reduced energy consumption, minimized downtime, & enhanced electrical safety
  - » **Lean Pneumatics** for efficient air usage, improved equipment lifespan & optimized pressure settings to prevent overuse / reduce wear and tear
  - » **Lean Lubrication** for reduction in friction / wear & enhanced equipment performance
  - » **Lean Hydraulics** for increased reliability in our equipment.
- **Coolant Filtration System:** Coolant filtration system has been deployed in our grinding processes to increase sump life and reduction in number of coolant replacements during the year in one of our plants.
- **Oil Filtration Units:** Portable oil filtration units and oil skimmers are now installed on the shop floor. These units help clean oil online, thereby extending the life of coolant oil used in the machine shop at one of our plants.
- **ABT Meters:** Traditional meters have been replaced with ABT (Availability-Based Tariff) meters, allowing us to explore alternative power procurement options in two of our plants.
- **Auto Turn-Off of Motors:** Motors automatically turn off when idle time exceeds the pre-set duration in two of our plants.
- **VFDs & Energy-Efficient Motors:** New equipment is equipped with variable frequency drives (VFDs) and energy-efficient motors.

#### (ii) Steps taken for utilizing alternate source of energy

- **Solar Plant:** We have entered into agreement of solar plant in capex and Open access mode in Visakhapatnam & Noida plants, respectively. W.r.t Vizag, roof top solar is already operating w.e.f Mar-24 replacing 15% of our energy consumption. We are actively exploring the use of on/off-site solar power plants for our remaining plants.
- **PNG Gas:** Diesel has been replaced with PNG (Piped Natural Gas) in the heat treatment and finishing section in two of our plants.
- **Effluent Water Reuse:** We reuse effluent water for processes through a low-temperature evaporator and a zero-liquid discharge system in one of our plants.

#### (iii) Capital investment on energy conservation equipment

The Company has invested approximately INR 540 Lacs in Environment Protection and Energy Conservation Equipment.

### B Technology Absorption

#### (i) Efforts made towards technology absorption:

We continuously leverage technology and process improvements for optimum resource utilization. Some notable efforts include:

- **Industry 4.0 Implementation:** Our machine shop (one cell) in one of our plants now operates under Industry 4.0 principles.
- **SCADA in Plating Shops:** Supervisory Control And Data Acquisition (SCADA) systems enhance control and monitoring in two of our plating shops.
- **Automation:** Automatic load/unload of components, pneumatic and hydraulic clamping/unclamping, and auto-inspection with offset correction.
- **Robotic Material Handling:** Special product lines incorporate robotic material handling, semi-automatic process controls, and efficient material movement in one plant.



- **Voltage Protection Relay:** We have installed voltage protection relays and removed stabilizers from the machine shop in one of our plants.

**(ii) Benefits derived like product improvement, cost reduction, product development or import substitution:**

- Energy Conservation and cost Reduction
- Pollution control
- Manpower optimization
- Down time reduction

In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

- Details of technology imported: Nil
- Year of import: NA
- Whether the technology been fully absorbed: NA
- If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; NA and
- the expenditure incurred on Research and Development: Nil

**C Foreign Exchange Earning and Outgo**

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows is as follows:

Particulars	Amount (INR in million)
Foreign Exchange Earnings	4,532.50
Foreign Exchange Outgo:	
a. CIF Value of Imports	139.17
b. Others	14.96
Remittance in Foreign Currency on account of Dividend	Nil

# CORPORATE GOVERNANCE REPORT

## I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE CODE

Our corporate governance reflects our value system, encompassing our culture, policies, and relationships with our stakeholders. Integrity and transparency are key to our corporate governance practices and performance and ensure that we gain and retain the trust of our stakeholders at all times.

Corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organization's wealth-generating capacity. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. At Uniparts India Limited ("Uniparts" or "Company"), it is imperative that our Company affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of our stakeholders.

Our corporate governance is a statement of the values we stand by as we conduct our business and engage with our stakeholders.

Our corporate governance is reinforced through the Company's Code of Conduct and Ethics, corporate governance guidelines and committee charters. Our Board and Management processes, audits and internal control systems reflect the corporate governance framework principles. This report gives a comprehensive look at how our governance adheres to the seven pillars of our governance framework.

The Company endeavours to conduct its business and strengthen relationship in a manner that is dignified, distinctive and responsible. The Company adheres to ensure fairness, integrity, transparency, independence, and accountability in dealing with all stakeholders. Therefore, the Company has adopted various code/ policies to carry out its duties in transparent manner and highest governance standards through continuous evaluation and benchmarking. Some of these code/ policies are: -

1. Code of Conduct to Regulate, Monitor and Report Trading by Insiders
2. Code of Fair Disclosure Practices of Unpublished Price Sensitive Information ("UPSI")
3. Code of Conduct for Board Members and Senior Management of the Company
4. Policy for Preservation and Archival of Documents
5. Policy for Determining Material Subsidiaries
6. Policy on Materiality of Related Party Transactions ('RPT')
7. Nomination and Remuneration Policy inter-alia on appointment of Directors and Senior Management, Evaluation of Performance, Board Diversity, Remuneration of Directors, Key Managerial Personnel and other employees of the Company.
8. Terms and conditions for appointment of Independent Directors
9. Corporate Social Responsibility (CSR) Policy
10. Dividend Distribution Policy
11. Whistle Blower Policy
12. Policy on Determination of Materiality of Event/ Information
13. Risk Management Policy
14. Policy on Succession Plan for Directors and Senior Management
15. Policy on Prevention of Sexual Harassment at workplace

### Corporate governance guidelines

Strong corporate governance is the bedrock of our sustained performance and has helped us gain the trust and respect of all our stakeholders. The enhancement of these corporate governance standards, through periodic evaluation and change, is one of the most important aspects of ensuring value creation for our stakeholders. Our corporate governance follows the guidelines established by the Board of the Company. These guidelines provide a structure within which directors and the Management can effectively pursue the Company's objectives for the benefit of its stakeholders. These are framed in conjunction with the Company's Memorandum & Articles of Association, the charters of the committees of the Board and applicable laws / regulations / guidelines in force in India and the US and other jurisdictions, as applicable.

These guidelines ensure that the Board has the necessary authority and processes to review and evaluate our operations as and when required. Further, these allow the Board to make decisions that are independent of the Management. The Board, at its discretion, may change the guidelines periodically to achieve our stated objectives. In addition to these guidelines, the Company actively complies with the relevant global guidelines and standards and corporate governance codes.

### Shareholders' Communications

The Board recognises the importance of two-way communication with shareholders, giving a balanced



report of results and progress and responding to questions and issues raised. The website of the Company has information for institutional and retail shareholders alike. Shareholders seeking information

related to their shareholding may contact the Company directly or through the Company's Registrar and Transfer Agent, details of which are available on the Company's website.

## II. BOARD OF DIRECTORS

### Composition of the Board

The Company recognizes and embraces the importance of a diverse Board in its success. We believe that a truly diverse Board will leverage differences in thought, perspective, regional and industry experience, cultural and geographical background, age, ethnicity, race, gender, knowledge and skills, including expertise in financial, global business, leadership, information technology, mergers & acquisitions (M&A), board service and governance, sales and marketing, Environmental, Social and Governance (ESG), risk management and cybersecurity and other domains, which will ensure that Uniparts retains its competitive advantage.

The composition of the Board, Category, DIN and shareholding of Directors as on March 31, 2024, are as follows:

Sr. No.	Name of Directors	Category	Director Identification Number (DIN)	No. of Equity Shares held as on March 31, 2024
1	Mr. Gurdeep Soni	Chairman & Managing Director and Promoter	00011478	89,95,090
2	Mr. Paramjit Singh Soni	Vice Chairman & Executive Director and Promoter	00011616	2,00,000
3	Mr. Herbert Coenen	Non-Executive Director	00916001	1,71,136
4	Ms. Shradha Suri	Non-Executive Independent Director	00176902	Nil
5	Ms. Celine George*	Non-Executive Independent Director	02563846	Nil
6	Mr. Parmeet Singh Kalra**	Non-Executive Independent Director	06928230	Nil
7	Mr. Alok Nagory	Non-Executive Independent Director	00478140	Nil
8	Mr. Sanjeev Kumar Chanana	Non-Executive Independent Director	00112424	Nil
9	Mr. Sharat Krishan Mathur***	Non-Executive Independent Director	01217742	Nil

\* The Board of Directors appointed Ms. Celine George as Non-Executive Independent Director vide resolution dated November 09, 2023 which was approved by the Shareholders through postal ballot dated January 09, 2024.

\*\* The Board of Directors appointed Mr. Parmeet Singh Kalra as Non-Executive Independent Director vide resolution dated February 08, 2024 which was approved by the Shareholders through postal ballot dated April 21, 2024.

\*\*\* Mr. Sharat Krishan Mathur ceased to be an Non-Executive Independent Director of the Company due to completion of his tenure on March 31, 2024.

### Directors' Profile

A brief resume of Directors, nature of their expertise in specific functional areas etc. are put up on the website of the Company.

### Role of the Board of Directors

The primary role of the Board is that of trusteeship – to protect and enhance shareholder value. As trustees, the Board has a fiduciary responsibility to ensure that the Company has clear goals aligned to shareholder value and its growth. Further, the Board is also responsible for:

- Exercising appropriate control to ensure that the Company is managed efficiently to fulfil stakeholders' aspirations and societal expectations.
- Monitoring the effectiveness of the Company's governance practices and making changes as needed.
- Providing strategic guidance to the Company and ensuring effective monitoring of the Management.



- Exercising independent judgment on corporate affairs
- Assigning sufficient non-executive members of the Board to tasks where there is a potential for conflict of interest, to be able to exercise independent judgment.
- Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, and overseeing major capital expenditures.

### **Familiarisation Programmes for Board Members**

The Board members are provided with necessary documents viz. Company's profile, its mission, vision, Organisation structure, Company's milestone, a brief background of the business of the Company, major policies, periodic presentation are made to the Board on the business and performance, risk management, new business initiatives and organisation strategies, change in the regulatory environment applicable to the corporate sector and to the industry in which it operates.

The details of such familiarisation programmes for Independent Directors are available on the website of the Company.

### **Independent Directors**

The Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") define an 'independent director' as a person who, including his / her relatives, is or was not a promoter or employee or key managerial personnel of the company or its subsidiaries. The Independent Director(s), at the first meeting of the Board in which they participate as Director and thereafter at the first meeting of the Board in every financial year (FY), give a declaration that they meet the criteria of independence as provided under the Act and the Listing Regulations.

All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) & 25(8) of the Listing Regulations read with Section 149(6) of the Act. The maximum tenure of Independent Directors is in compliance with the Act. The Board is of the opinion that the Independent Directors fulfil the conditions specified in the Listing Regulations and are independent of the management. The Independent directors of the Company meet at least once in every financial year without the presence of non-independent directors and management personnel. Such meeting enables independent directors to discuss matters pertaining to the Company's affairs and matters mentioned in the Schedule IV of the Act.

### **Selection of Independent Directors**

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field / profession and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment, as Independent Director on the Board. The Committee, inter alia, considers qualification, positive attributes, area of expertise and number of Directorship(s) and Membership(s) held in various committees of other companies by such persons in accordance with the Company's Policy for Selection of Directors and determining Director's independence. The Board considers the Committee's recommendation and takes appropriate decision.

Every Independent Director, at the first meeting of the Board in which he / she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/she meets the criteria of independence as provided under the law and that he/she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his / her ability to discharge his / her duties with an objective independent judgment and without any external influence.

In the opinion of the Board, the Independent Directors fulfil the conditions specified in the Listing Regulations and are independent of the management.

### **Meeting of Independent Directors**

The Company's Independent Directors met one time during the financial year 2023-24. The said meeting was conducted to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views as well as matters prescribed under Schedule IV to the Act and the Listing Regulations.

### **Code of Conduct**

The Board has laid down a code of conduct ('the Code') for all Board Members and Senior Management Personnel of the Company. The Code is posted on the website of the Company ([https://www.unipartsgroup.com/home/code\\_of\\_conduct\\_policies](https://www.unipartsgroup.com/home/code_of_conduct_policies)). All Board Members and Senior Management personnel of the Company affirm compliance with the Code on an annual basis and the declaration to that effect by Chairman and Managing Director of the Company is given in this report. The Company recognises that sexual harassment violates fundamental rights of gender equality, right to life and liberty and right to work with human dignity as guaranteed by the Constitution of India. The Senior Management have made disclosure to the Board confirming that there is no material, financial and/or commercial transactions between them and the Company, which could have

potential conflict of interest with the Company at large.

### Succession Planning

The Nomination and Remuneration Committee works with the Board on the leadership succession plan to ensure orderly succession in appointments to the Board and to senior management positions. The Company strives to maintain an appropriate balance of skills and experience within the organization and the Board in an endeavor to introduce new perspectives while maintaining experience and continuity. In addition, promoting senior management within the organization fuels the ambitions of the talent force to earn future leadership roles.

### Key Board Qualifications, Expertise and Attributes

The Board comprises of qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its Committees. The Board members are committed to ensure highest standards of corporate governance.

The table below provides the key qualifications, skills, expertise and attributes which are broadly taken into consideration while nominating candidates to serve on the Board:

Financial	Leadership of a financial firm or management of the finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation, and financial reporting processes, or experience in actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions.
Leadership	Expanded lead Expanded leadership experience for a significant enterprise, resulting in a practical understanding of organisations, processes, strategic planning, and risk management. Demonstrated strengths in developing talent, planning succession, and driving change and long-term growth.
Mergers and Acquisitions	A history of leading growth through acquisitions and other business combinations, with the ability to assess build or buy decisions, analyse the fit of a target with the Company's strategy and culture, accurately value transactions, and evaluate operational integration plans.
Board service and governance	Service on public company board to develop insights about maintaining board and management accountability, protecting shareholder interests, and observing appropriate governance practices.
Sales and Marketing	Experience in developing strategies to grow sales and market share, build brand awareness and equity, and enhance enterprise reputation.
Digital/Information Technology	Use of digital/ Information Technology, ability to anticipate technological driven changes & disruption impacting business and appreciation of the need of cyber security and controls across the organisation

The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, diversity and independence required for it to function effectively. The Board periodically evaluates the need for change in its composition and size.

### Details of Directors' Qualification

Name of Directors	Area of Expertise					
	Financial	Leadership	Merger & Acquisition	Board Service and governance	Sales & Marketing	Digital & IT
Mr. Gurdeep Soni	Y	Y	Y	Y	Y	Y
Mr. Paramjit Singh Soni	Y	Y	Y	Y	Y	Y
Mr. Herbert Coenen	Y	Y	Y	Y	Y	Y
Ms. Shradha Suri	Y	Y	Y	Y	Y	Y
Ms. Celine George	Y	Y	Y	Y	-	Y
Mr. Parmeet Singh Kalra	Y	Y	-	Y	Y	Y
Mr. Sharat Krishan Mathur*	Y	Y	-	Y	Y	Y
Mr. Alok Nagory	Y	Y	Y	Y	Y	Y
Mr. Sanjeev Kumar Chanana	Y	Y	-	Y	-	Y

\*Mr. Sharat Krishan Mathur ceased to be an Independent Director of the Company due to completion of his tenure on March 31, 2024.

## Performance Evaluation Criteria for Directors

The Nomination and Remuneration Committee has devised criteria for evaluation of the performance of the Directors including Independent Directors. The said criteria provide certain parameters like attendance, acquaintance with business, communication inter se between board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy, benchmarks established by peers etc., which is in compliance with applicable laws, regulations and guidelines.

## Directors' Remuneration

### a) Remuneration Policy

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees is available on the website of the Company.

The Company's remuneration policy is directed towards rewarding performance based on review of achievements periodically. The remuneration policy is in consonance with the industry practice.

### b) Remuneration to Executive Directors:

#### Mr. Gurdeep Soni

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 effective from April 01, 2021 to March 31, 2024. He was also entitled to 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. During the year, he has been re-appointed as "Managing Director" of the Company, for a period of 5 years effective from April 01, 2024 to March 31, 2029 vide Shareholders' resolution passed through Postal Ballot dated January 09, 2024, without any remuneration from the Company. The Board of Directors has appointed Mr. Soni as Chairman of the Company.

It may be noted that Mr. Gurdeep Soni has also been appointed as Managing Director in Gripwel Fasteners Private Limited ("GFPL") (a wholly owned subsidiary of the Company) with remuneration of up-to 25% of the net profit of GFPL [calculated as per Section 198 of the Companies Act, 2013 (the 'Act')], 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. He was drawing remuneration from GFPL and will continue to draw remuneration from GFPL only..

#### Mr. Paramjit Singh Soni

Mr. Paramjit Singh Soni was re-appointed as our Executive Director by the Shareholders in their meeting dated September 30, 2020. Further, he was re-appointed for a period of 5 years from April 1, 2022 to March 31, 2027 and redesignated as Executive Director and Vice Chairman vide Shareholders' resolution dated April 23, 2022. In terms of approval, he will also be entitled to receive remuneration from our Company, for the period between April 1, 2022 and March 31, 2025, provided that the maximum remuneration payable to him shall not exceed INR 50.00 million or 2.5% of the net profits of our Company, whichever is higher, calculated in accordance with applicable law. Within these limits, he shall be entitled to commission/ex-gratia/bonus of 1% of the consolidated profit of the Company. However, during the financial year 2023-24, he hasn't drawn any remuneration from the Company. He is receiving remuneration from a Wholly Owned Subsidiary viz. Uniparts USA Ltd. ("UUL") and will continue to receive remuneration from UUL.

### c) Remuneration to Non-Executive Directors and Independent Directors:

The details of the compensation paid to the Non-Executive and Independent Directors by our Company during financial year 2023-24 is as follows:

S. No.	Name of the Director	Sitting Fees Paid (In INR.)
1	Ms. Shradha Suri	4,50,000
2	Mr. Sharat Krishan Mathur	7,75,000
3	Mr. Alok Nagory	4,00,000
4	Mr. Sanjeev Kumar Chanana	4,25,000
5	Mrs. Celine George	1,75,000
6	Mr. Parmeet Singh Kalra	1,50,000
	<b>Total</b>	<b>23,75,000</b>

The eligible attendees are entitled to receive sitting fees of INR 75,000 per meeting for attending Board Meeting and INR 25,000 per meeting for attending committee meetings. The travel expenses for attending meetings of the Board or a committee thereof, site visits and other Company related expenses are borne by our Company, from time to time.

Note- Mr. Sanjeev Kumar Chanana also received commission of INR 5,00,000 during the financial year 2023-24.

Mr. Herbert Coenen, Non-Executive Director has waived his right to receive sitting fees for attending Board/ Committee meetings of the Company. He was entitled to exercise 4,51,336 stock options which has been vested. Out of these stock options, he has exercised 255,672 stock options during the year. He is receiving remuneration from a Wholly Owned Subsidiary viz. Uniparts India GMBH ("UIG") and will continue to receive remuneration from UIG.

#### Relationship between Directors inter-se

Mr. Gurdeep Soni, Chairman and Managing Director and Mr. Paramjit Singh Soni, Vice Chairman and Executive Directors are brothers. Save and except the above, none of the Directors of the Company are related to each other.

### III PROCEDURE TO CONDUCT BOARD MEETINGS/ COMMITTEE MEETINGS

The Board of Directors is the apex body constituted by shareholders for overseeing the Company's overall functioning. The Board provides and evaluates the Company's strategic direction, management policies and their effectiveness, and ensures that shareholders' long-term interests are being served.

The Board has constituted six Committees, viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Borrowing Committee and is authorized to constitute other functional Committees, from time to time, depending on business needs.

The Company's internal guidelines for Board / Committee meetings facilitate decision-making process at its meetings in an informed and efficient manner.

Scheduling and Selection of agenda items for Board and Committee Meetings

Minimum four pre-scheduled Board meetings are held annually. Additional Board meetings are convened to address specific needs of the Company. In case of business exigencies or urgency, resolutions are passed by circulation. Every quarter, the Board notes compliances of all laws applicable to the Company.

The Meetings are generally conducted virtually at the Corporate Office of the Company.

The Company's various business heads / service heads are advised to schedule their work plans well in advance, particularly with regard to matters requiring discussion / approval / decision at Board / Committee meetings. Such matters are communicated by them

to the Company Secretary in advance so that they are included in the agenda for Board / Committee meetings.

The agenda and notes on agenda are circulated to Directors in advance. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meeting.

#### Recording Minutes of proceedings at Board and Committee Meetings

The Company Secretary records minutes of proceedings of each Board and Committee meeting. Draft minutes are circulated to Board / Committee members for their comments as prescribed under the Secretarial Standard-1. The minutes are entered in the Minutes Book within 30 days from the conclusion of the meeting.

The gap between any two consecutive Board Meetings did not exceed 120 days. All the recommendations of Committee(s) of the Board were accepted by the Board. Further, The Annual Operating and Capital Budget(s) are approved by the Board of Directors and Board spends considerable time in reviewing the actual performance of the Company vis-à-vis the approved budget.

#### Availability of Information to Board Members

The Board has unrestricted access to all Company-related information, including that of our employees. At Board meetings, managers and representatives who can provide additional insights into the items being discussed are invited. Information is provided to the Board members on a continuous basis for their review, inputs and approval. Strategic and operating plans are presented to the Board in addition to the quarterly and annual financial statements. Inputs and feedback of Board members are taken and considered while preparing the agenda and documents for the Board meetings. At these meetings, directors can provide their inputs and suggestions on various strategic and operational matters.

#### Number of Board Meetings

Five Board meetings were held during the financial year, as against the statutory requirement of four meetings. The details of Board meetings held are given below:

No. of Board Meeting	Date	Board Strength	No. of Directors Present
1	May 25, 2023	07	06
2	August 10, 2023	07	06
3	November 09, 2023	07	06
4	February 08, 2024	08	08
5	March 20, 2024	09	08

**Attendance of Directors at Board Meetings, last Annual General Meeting and number of other Directorship(s) and Chairmanship(s) / Membership(s) of Committees of each Director in various Companies:**

Name of the Director	Attendance at meetings during 2023-24		No. of Directorship in listed entities including this listed entity as on 31-03-2024	Category of Directorship and name of the other listed Company(s) as on 31-03-2024	No. of Membership(s) / Chairmanship(s) of Committees in other Company(s) as on 31-03-2024
	Board	AGM			
Mr. Gurdeep Soni	5	Yes	1	NIL	1
Mr. Paramjit Singh Soni	4	Yes	1	NIL	NIL
Mr. Herbert Coenen	4	Yes	1	NIL	NIL
Ms. Shradha Suri	5	Yes	4	1. Subros Limited, Chairperson & Managing Director 2. Asahi India Glass Limited, Independent Director 3. Sona BLW Precision Forgings Limited, Independent Director	3
Ms. Celine George	2	N.A.	2	PPAP Automotive Limited, Independent Director	1
Mr. Parmeet Singh Kalra	1	N.A.	1	NIL	3
Mr. Sharat Krishan Mathur	5	Yes	1	NIL	3
Mr. Alok Nagory	3	No	1	NIL	2
Mr. Sanjeev Kumar Chanana	5	Yes	1	NIL	2

Notes-

- Ms. Celine George appointed as a Non-Executive Independent Director with effect from November 09, 2023
- Mr. Parmeet Singh Kalra appointed as a Non-Executive Independent Director with effect from February 08, 2024
- Mr. Sharat Krishan Mathur ceased to be an independent Director due to completion of his tenure on March 31, 2024.
- The Directorships, held by Directors as mentioned above, do not include directorship(s) in foreign companies, private companies and section 8 companies under the Act.
- In accordance with Regulation 26 of the Listing Regulations, Membership(s) / Chairmanship(s) of only Audit Committees and Stakeholders' Relationship Committees in all public limited companies have been considered.
- Video/tele-conferencing facility is offered to facilitate Directors to participate in the meetings.
- The number of Directorship(s), Committee Membership(s) / Chairmanship(s) of all Directors is / are within the respective limits prescribed under the Act and the Listing Regulations.

## IV. GOVERNANCE OF BOARD COMMITTEES

The Board, in consultation with the nomination and remuneration committee, is responsible for assigning and fixing terms of service for committee members. The Chairman of the Board, in consultation with the Company Secretary and the respective committee chairperson, determines the frequency of the committee meetings. The recommendations of the committees are submitted to the Board for approval. During the year, all recommendations of the committees were approved by the Board.

### Procedure of Committee Meetings

The Company's guidelines relating to Board Meetings are applicable to Committee Meetings of Directors. Each Committee has the authority to engage outside experts, advisors and counsels, to the extent it considers appropriate, to assist in its work. Minutes of the proceedings of the Committee Meetings are placed before the next Committee and the subsequent Board Meeting for perusal and noting.

### i. Audit Committee

#### a) Composition

As on March 31, 2024, the Audit Committee comprised of the following members:

S. No.	Name of Director	Category
1	Mr. Parmeet Singh Kalra	Non-Executive Independent Director - Chairman
2	Mr. Sharat Krishan Mathur	Non-Executive Independent Director - Member
3	Mr. Alok Nagory	Non-Executive Independent Director - Member
4	Mr. Gurdeep Soni	Executive Director - Member

Notes-

- Mr. Parmeet Singh Kalra appointed as a member and chairman of the Committee with effect from February 08, 2024.
- Mr. Sharat Krishan Mathur ceased to be a member pursuant to completion of his tenure as Independent Director on March 31, 2024.

Mr. Jatin Mahajan, Head Legal, Company Secretary & Compliance Officer, acts as Secretary to the Committee.

#### b) Meetings & Attendance

Four meetings of the Committee were held during the year, as against the statutory requirement of four meetings. The meetings were held on May 25, 2023, August 10, 2023, November 09, 2023 and February 08, 2024. The details of attendance of Committee members are given in this Report. The gap between any two consecutive Audit Committee meetings did not exceed 120 days.

#### c) Scope and Terms of Reference of the Committee:

The Audit Committee shall have powers, including the following:

- to investigate any activity within its terms of reference;
- to seek information from any employee;
- to obtain outside legal or other professional advice;
- to secure attendance of outsiders with relevant expertise, if it considers necessary; and
- such other powers as may be prescribed under the Act and the Listing Regulations.

The role of the Audit Committee shall include the following:

- oversight of financial reporting process and the disclosure of financial information relating to Uniparts India Limited to ensure that the financial statements are correct, sufficient and credible;
- recommendation to the board of directors of the Company for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors of the Company;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Act

- ii. Changes, if any, in accounting policies and practices and reasons for the same;
  - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
  - iv. Significant adjustments made in the financial statements arising out of audit findings;
  - v. Compliance with listing and other legal requirements relating to financial statements;
  - vi. Disclosure of any related party transactions; and
  - vii. Qualifications/Modified opinion(s) in the draft audit report.
5. reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
  6. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the Offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  7. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
  8. approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed by the independent directors who are members of the Audit Committee;
- Explanation:** *The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the Listing Regulations and/or the applicable Accounting Standards and/or the Act.*
9. scrutiny of inter-corporate loans and investments;
  10. valuation of undertakings or assets of the Company, wherever it is necessary;
  11. evaluation of internal financial controls and risk management systems;
  12. reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
  13. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  14. discussion with internal auditors of any significant findings and follow-up thereon;
  15. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
  16. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  17. looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  18. reviewing the functioning of the whistle blower mechanism;
  19. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
  20. reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding INR 1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision;
  21. considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger,

amalgamation etc., on the listed entity and its shareholders; and

22. carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Act, the Listing Regulations or any other applicable law, as and when amended from time to time."

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee; and
6. Statement of deviations in terms of the Listing Regulations:
  - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of the Listing Regulations;
  - b. annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of the Listing Regulations.

#### d) General

Members of the Audit Committee possess requisite qualifications. The representatives of Statutory Auditors are permanent invitees to the Audit Committee meetings held quarterly to approve financial statements. The representatives of Statutory Auditors, Executives from Accounts department, Finance department, Corporate Secretarial department and Internal Audit department attend the Audit Committee meetings.

During the year all the recommendations made by the Committee were accepted by the Board.

The Internal Auditors report directly to the Audit Committee.

The Chairman of the Committee was present at the last Annual General Meeting.

## ii. Nomination and Remuneration Committee

### a) Composition

As on March 31, 2024, the Nomination and Remuneration Committee comprised of the following members:

S. No.	Name of Director	Category
1	Mr. Alok Nagory, Chairman	Non-Executive Independent Director - Chairman
2	Mr. Sharat Krishan Mathur	Non-Executive Independent Director - Member
3	Ms. Shradha Suri	Non-Executive Independent Director - Member
4	Ms. Celine George	Non-Executive Independent Director - Member
5	Mr. Gurdeep Soni	Executive Director - Member

Notes-

1. Mr. Sharat Krishan Mathur ceased to be a member pursuant to completion of his tenure as Independent Director on March 31, 2024.
2. Ms. Celine George appointed as a member of the committee with effect from February 08, 2024.

Mr. Jatin Mahajan, Head Legal, Company Secretary & Compliance Officer, acts as Secretary to the Committee.

### b) Meetings & Attendance

Three meetings of the Committee were held during the year, as against the statutory requirement of one meeting. The meetings were held on May 25, 2023, November 09, 2023 and February 08, 2024. The details of attendance of Committee members are given in this Report.

### c) Terms of Reference of the Committee inter alia include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company a policy relating to the remuneration of the directors, key managerial personnel and other employees ("Remuneration Policy");
2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board



and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may (a) use the services of external agencies, if required; (b) consider candidates for a wide range of backgrounds, having due regard to diversity; and (c) consider the time commitments of the candidates;

3. Formulation of criteria for evaluation of performance of independent directors and the Board;
4. Devising a policy on diversity of the Board;
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
6. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
7. Recommend to the Board, all remuneration, in whatever form, payable to senior management;
8. Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee;
9. Performing such functions as are required to be performed by the Nomination and Remuneration Committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, including administering the existing and proposed employee stock option plans formulated by the Company from time to time;
10. framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
  - (a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
  - (b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by

the trust, the Company and its employees, as applicable.

- (c) carrying out any other activities as may be delegated by the Board of Directors of the Company functions required to be carried out by the Nomination and Remuneration Committee as provided under the Act, the Listing Regulations or any other applicable law, as and when amended from time to time.

The Chairman of the Committee was present at the last Annual General Meeting.

### iii. Stakeholders Relationship Committee

#### a) Composition

As on March 31, 2024, the Stakeholders Relationship Committee comprised of the following members:

S. No.	Name of Director	Category
1	Mr. Parmeet Singh Kalra	Non-Executive Independent Director-Chairman
2	Mr. Sharat Krishan Mathur	Non-Executive Independent Director-Member
3	Mr. Sanjeev Kumar Chanana	Non-Executive Independent Director-Member
4	Mr. Paramjit Singh Soni	Executive Director-Member

Notes-

1. Mr. Parmeet Singh Kalra appointed as a member and chairman of the Committee with effect from February 08, 2024.
2. Mr. Sharat Krishan Mathur ceased to be a member pursuant to completion of his tenure as Independent Director on March 31, 2024.

Mr. Jatin Mahajan, Head Legal, Company Secretary & Compliance Officer, acts as Secretary to the Committee.

#### b) Meetings & Attendance

One meeting of the Committee was held during the year, as against the statutory requirement of minimum one meeting. The meeting was held on March 20, 2024. The details of attendance of Committee members are given in this Report.

#### c) Terms of Reference of the Committee inter alia include the following:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-

- receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
2. Review of measures taken for effective exercise of voting rights by the shareholder;
  3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
  4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
  5. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time; and
  6. Carrying out any other functions contained in the Act and/or equity listing agreements (if applicable), as and when amended from time to time.

The Chairman of the Committee was present at the last Annual General Meeting.

#### iv. Risk Management Committee

##### a) Composition

As on March 31, 2024, the Risk Management Committee comprised of the following members:

S. No.	Name	Category
1	Mr. Herbert Coenen	Non-Executive Director - Chairman
2	Mr. Parmeet Singh Kalra	Non-Executive Independent Director-Member
3	Mr. Sharat Krishan Mathur	Non-Executive Independent Director-Member
4	Mr. Gurdeep Soni	Executive Director-Member
5	Mr. Sudhakar Kolli	Group Chief Operating Officer- Member
6	Mr. Rohit Maheshwari	Group Chief Financial Officer- Member

Notes-

1. Mr. Parmeet Singh Kalra appointed as a member of the Committee with effect from February 08, 2024.
2. Mr. Sharat Krishan Mathur ceased to be a member pursuant to completion of his tenure as Independent Director on March 31, 2024.

Mr. Jatin Mahajan, Head Legal, Company Secretary & Compliance Officer, acts as Secretary to the Committee.

##### b) Meetings & Attendance

Two meetings of the Committee were held during the year in compliance with Listing Regulations. The meetings were held on September 22, 2023 and March 19, 2024. The details of attendance of Committee members are given in this Report.

##### c) Terms of Reference of the Committee inter alia include the following:

1. Formulation of a detailed risk management policy which shall include: (a) a framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee; (b) measures for risk mitigation including systems and processes for internal control of identified risks; and (c) business continuity plan;
2. Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. Monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. Periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. Keep the Board of Directors of the Company informed about the nature and content of its discussions, recommendations and actions to be taken;
6. Review the appointment, removal and terms of remuneration of the Chief Risk Officer (if any)
7. Coordinate its activities with other committees, in instances where there is any overlap with activities as per the framework laid down by the Board of Directors; and
8. Any other similar or other functions as may be laid down by Board from time to time and/or as may be required under applicable law, as and when amended from time to time.

## v. Corporate Social Responsibility Committee

### a) Composition

As on March 31, 2024, the Corporate Social Responsibility Committee comprised of the following members:

S. No.	Name of Director	Category
1	Mr. Gurdeep Soni	Executive Director - Chairman
2	Ms. Celine George	Non-Executive Independent Director - Member
3	Mr. Sharat Krishan Mathur	Non-Executive Independent Director - Member
4	Mr. Paramjit Singh Soni	Executive Director - Member

Notes-

- Ms. Celine George appointed as a member of the committee with effect from February 08, 2024.
- Mr. Sharat Krishan Mathur ceased to be a member pursuant to completion of his tenure as Independent Director on March 31, 2024.

Mr. Jatin Mahajan, Head Legal, Company Secretary & Compliance Officer, acts as Secretary to the Committee.

### b) Meetings & Attendance

One meeting of the Committee was held during the year in compliance with the Act and other applicable laws, if any. The meeting was held on May 25, 2023. The details of attendance of Committee members are given in this Report.

### c) Terms of Reference of the Committee inter alia include the following:

- Oversight of the development of the CSR vision, strategy, policies and plan
  - Recommend the Board the objective of Corporate Social Responsibility (CSR) to generate conducive environment to conduct the business in a socially responsible manner and to carry on business activities in the ethical way with regards to legal obligations and commitments;
  - Formulate and recommend to the Board, the corporate social responsibility policy ("CSR Policy");
  - Monitor CSR Policy of the Company from time to time and recommend to the Board for modification(s) to the CSR Policy as and when required;

- Formulation and recommendation to the Board an Annual Action Plan in pursuance of the CSR Policy which shall include the items as specified in Rule 5(2) of the Companies (CSR Policy) Rules, 2014;
  - Recommend to the Board the amount of expenditure to be incurred on various activities in a financial year as per CSR policy and Annual Action Plan;
- Oversight of the implementation of the CSR vision and strategy
    - Establish steps for the effective implementation, maintenance, periodic reviews and improvement in CSR system in the Company;
    - Recommend to build CSR capacities of own personnel or of implementing agencies and to take measures to involve the employees in CSR activities of the Company;
    - Monitor the implementation of CSR programs undertaken by the Company;
    - Recommend the Board modalities and manner for transfer of ownership of capital assets, if created or acquired through CSR spending;
    - Develop and suggest the Board, Standard Operating Process (SoP) for manner of execution of any CSR projects and modalities for use of funds, factor risk assessment for any CSR project selected and plan for its management and control;
  - Oversight of the external communications policies
    - Oversee the publication, internally and externally, of corporate responsibility performance and plans using the Company's website, annual report and other such methods of communication as are considered necessary;
    - Suggest agencies to have Need Assessment and Impact Assessment of any CSR project of the Company for monitoring the quality and efficacy of CSR projects of the Company;
    - Communicating commitments, performances, reports, and other information in timely and legal manner and review the quality of any reporting to external stakeholders concerning

CSR matters (to form part of the Annual Report);

4. Other responsibility
  - n. Any other matter as may be considered expedient in furtherance of and to comply with the CSR Policy and CSR activities of the Company;
  - o. In carrying out its responsibilities, the Committee shall work and liaise as necessary with all other Board committees, and give due consideration to all relevant laws, rules, regulations and regulatory requirements and guidance applicable to the Company.

#### vi. Borrowing Committee

The Board is authorised to constitute one or more functional committees delegating thereto powers and duties with respect to specific purposes for which such committee has been constituted. Meeting of such committees are held as and when the need arises. Time schedule for holding such functional committees is finalised in consultation with the Committee members.

#### Composition

As on March 31, 2024, the Borrowing Committee comprised of the following members:

S. No.	Name of Director	Category
1	Mr. Gurdeep Soni	Executive Director - Chairman
2	Mr. Parmeet Singh Kalra	Non-Executive Independent Director-Member
3	Mr. Sharat Krishan Mathur	Non-Executive Independent Director-Member
4	Mr. Paramjit Singh Soni	Executive Director-Member

Notes-

1. Mr. Parmeet Singh Kalra appointed as a member of the committee with effect from February 08, 2024.
2. Mr. Sharat Krishan Mathur ceased to be a member pursuant to completion of his tenure as Independent Director on March 31, 2024.

Mr. Jatin Mahajan, Head Legal, Company Secretary & Compliance Officer, acts as Secretary to the Committee.

#### Meetings of Committees held during the year and Members' Attendance:

Committees of the Company	Audit Committee	Nomination and Remuneration Committee	Corporate Social Responsibility Committee	Stakeholders Relationship Committee	Borrowing Committee	Risk Management Committee
Meetings held	4	3	1	1	4	2
Mr. Gurdeep Soni	4	3	1	N.A.	4	2
Mr. Paramjit Singh Soni	N.A.	N.A.	1	1	3	N.A.
Mr. Herbert Coenen	N.A.	N.A.	N.A.	N.A.	N.A.	2
Ms. Shradha Suri	N.A.	3	N.A.	N.A.	N.A.	N.A.
Ms. Celine George	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Parmeet Singh Kalra	N.A.	N.A.	N.A.	1	N.A.	1
Mr. Sharat Krishan Mathur	4	3	1	1	4	2
Mr. Alok Nagory	4	2	N.A.	N.A.	N.A.	N.A.
Mr. Sanjeev Kumar Chanana	N.A.	N.A.	N.A.	1	N.A.	N.A.
Mr. Sudhakar Kolli#	N.A.	N.A.	N.A.	N.A.	N.A.	2
Mr. Rohit Maheshwari ##	N.A.	N.A.	N.A.	N.A.	N.A.	2

# Mr. Sudhakar Kolli is a Group Chief Operating Officer

## Mr. Rohit Maheshwari is a Group Chief Financial Officer

N.A. - Not a member of the Committee

## V GENERAL BODY MEETINGS

### a. Annual General Meetings

Details of location, date and time of Annual General Meetings held during last three years, and the special resolution(s) passed thereat, are as follows:

Year	Location	Date	Day	Time	Details of Special Resolution
2022-23	Through video conferencing ("VC") / Other Audio-Visual Means ("OAVM"). The deemed venue was the Registered Office of the Company	September 15, 2023	Friday	04:30 p.m. (IST)	None
2021-22	Through video conferencing ("VC") / Other Audio-Visual Means ("OAVM"). The deemed venue was the Registered Office of the Company	July 28, 2022	Thursday	11:30 a.m. (IST)	None
2020-21	Gripwel House, Block-5, Sector C - 6 and 7, Vasant Kunj, New Delhi 110070 (Registered Office of the Company)	September 21, 2021	Tuesday	11 a.m. (IST)	None

### b. Extra Ordinary General Meeting of the Company for the Financial Year 2023-24

There was no Extra-Ordinary General Meeting held during the financial year 2023-24.

### c. Resolution(s) passed through postal ballot for the Financial Year 2023-24:

During the year, the following Special resolutions were passed through postal ballot:

1. Appointment of Ms. Celine George (DIN: 02563846) as an Independent Director of the Company
2. Re-appointment of Mr. Gurdeep Soni and Chairman and Managing Director
3. Approval of grant of employee stock options to the eligible employees of the Company under Uniparts India Limited – Employee Stock Option Scheme 2023
4. Approval of 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'
5. Approval of grant of employee stock option equal or more than 1% of Issued Capital to the identified employees under 'Uniparts India Limited – Employee Stock Option Scheme 2023'
6. Ratification of the 'Uniparts Employee Stock Option Plan 2007'
7. Ratification of grant of employee stock options to the employees of subsidiary company(ies) of the Company under 'Uniparts Employee Stock Option Plan 2007'

#### Procedure adopted for postal ballot:

In accordance with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars including General Circular No. 3/2022 dated 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars"), resolutions were proposed to be passed by means of Postal Ballot, only by way of remote e-voting process ("e-voting"). The Company had engaged the services of Link Intime India Private Limited as the agency to provide e-voting facility.

Mr. Neelesh Kumar Jain, Company Secretary in Practice of M/s. NKJ & Associates (Membership No. F-5593, CP No. 5233) acted as Scrutiniser for conducting the Postal Ballot in a fair and transparent manner.

In accordance with the MCA Circulars, the Postal Ballot Notice dated November 09, 2023, was sent only by electronic mode to those members whose names appeared in the Register of Members / List of Beneficial Owners as on Friday, December 01, 2023 ("Cut-Off Date") received from the Depositories and whose e-mail addresses were registered with the Company / Registrar and Transfer Agent/ Depository Participant/ Depositories. The manner of e-voting by (i) individual shareholders holding shares of the Company in demat

mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) Shareholders holding shares of the Company in physical mode, and (iv) Shareholders who have not registered their e-mail address, was explained in the instructions given in Postal Ballot Notice.

Members exercised their vote(s) by e-voting during the period from 09:00 a.m. (IST) on Monday, December 11, 2023 till 05:00 p.m. (IST) on Tuesday, January 09, 2024.

The Scrutiniser submitted his report on January 10, 2024 after the completion of scrutiny and result of the e-voting was announced on the same day. The summary of voting result is given below:

Resolutions passed through Postal Ballot	Votes in favour of the resolution (% of total number of valid votes)	Votes against the resolution (% of total number of valid votes)	Result
Item No. 1- Appointment of Ms. Celine George (DIN: 02563846) as an Independent Director of the Company (As a Special Resolution)	99.9997	0.0003	Passed with more than requisite majority
Item No. 2- Re-appointment of Mr. Gurdeep Soni as Managing Director of the Company (As a Special Resolution)	97.1755	2.8245	Passed with more than requisite majority
Item No. 3- Approval of 'Uniparts India Limited – Employee Stock Option Scheme 2023' (As a Special Resolution)	95.5413	4.4587	Passed with more than requisite majority
Item No. 4- Approval of grant of employee stock options to the eligible employees of subsidiary company(ies) of the Company under 'Uniparts India Limited – Employee Stock Option Scheme 2023' (As a Special Resolution)	95.5413	4.4587	Passed with more than requisite majority
Item No. 5- Approval of grant of employee stock option equal or more than 1% of Issued Capital to the identified employees under 'Uniparts India Limited – Employee Stock Option Scheme 2023' (As a Special Resolution)	95.4861	4.5139	Passed with more than requisite majority
Item No. 6- Approval of ratification and amendment of the 'Uniparts Employee Stock Option Plan 2007' (As a Special Resolution)	95.4912	4.5088	Passed with more than requisite majority
Item No. 7- Approval of ratification of grant of employee stock options to the employees of Subsidiary Company(ies) of the Company under 'Uniparts Employee Stock Option Plan 2007' (As a Special Resolution)	95.4912	4.5088	Passed with more than requisite majority

The said resolutions were passed with more than requisite majority on January 09, 2024. Voting result of postal ballot is available on the website of the Stock Exchanges and website of the Company.

During the year, the Company has also proposed a special resolution to be passed through postal ballot for appointment of Mr. Parmeet Singh Kalra as an Independent Director of the Company vide postal ballot notice dated February 08, 2024. Post closure of the financial year, the said resolution was passed with more than requisite majority on April 21, 2024.

## VI MEANS OF COMMUNICATION

**Quarterly results:** The Company's quarterly / half-yearly / annual financial results are sent to the Stock Exchanges and published in 'Business Standard'. Simultaneously, they are also available on the website of the Company.

**News releases, presentations:** Official news releases and official media releases, if any, will be sent to Stock Exchanges and will also be available on the website of the Company.

**Presentations to institutional investors / analysts:** Detailed presentations are made to institutional investors and financial analysts on the Company's quarterly/ half-yearly /annual financial results. These presentations are put on the Company's website, as well as sent to the Stock Exchanges. No unpublished price sensitive information is discussed in meeting / presentation with institutional investors and financial analysts.

**Website:** The Company's website (<https://www.unipartsgroup.com/>) contains a separate dedicated section 'Investor Relations' where shareholders' information is available.

**Annual Report:** The Annual Report containing, inter alia, Audited Financial Statement, Audited Consolidated Financial Statement, Board's Report, Auditor's Reports and other important information is circulated to members and others entitled thereto. The Management Discussion and Analysis Report forms part of the Annual Report. The Company's Annual Report is also available in downloadable form on the Company's website.

**NSE Electronic Application Processing System (NEAPS):** NEAPS is a web-based application designed by NSE for corporates. All periodical and other compliance filings are filed electronically on NEAPS.

**BSE Listing Centre (Listing Centre):** BSE's Listing Centre is a web-based application designed for corporates. All periodical and other compliance filings are filed electronically on the Listing Centre.

**SEBI Complaints Redress System (SCORES):** Investor complaints are processed at SEBI in a centralised web-based complaints redress system. The salient features of this system are centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaints and their current status.

**Designated exclusive email-IDs:** The Company has designated the following email-IDs exclusively for investor servicing:

- For queries on Annual Report: [compliance.officer@unipartsgroup.com](mailto:compliance.officer@unipartsgroup.com)
- For queries in respect of shares in physical mode: [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in)

## VII GENERAL SHAREHOLDER INFORMATION / DISCLOSURES

### Annual General Meeting

20<sup>th</sup> Day of September, 2024 at 04:30 P.M. through Video Conference as set out in the Notice convening the Annual General Meeting.

### Dividend Payment Date

The Board has not recommended final dividend for the financial year 2023-24.

### Dividend Payment History for Six Years

Year	Dividend Type	Dividend per share (In Rs.) and %	Amount (In Rs.)	Date of Declaration
2023-24	First Interim Dividend	8.00- 80.00%	36,10,70,064	November 09, 2023
	Second Interim Dividend	6.00- 60.00%	27,08,02,548	February 08, 2024
2022-23	First Interim Dividend	8.25- 82.50%	37,23,53,504	February 14, 2023
	Second Interim Dividend	6.00- 60.00%	27,08,02,548	May 25, 2023
2021-22	First Interim Dividend	5.60- 56.00%	25,27,49,044	March 01, 2022
	Second Interim Dividend	3.60- 36.00%	16,24,81,528	June 22, 2022
2020-21	Final Dividend	3.30- 33.00%	14,89,41,401	September 21, 2021
2019-20	-	NIL	NIL	-
2018-19	Final Dividend	1.20 – 12.00%	5,41,60,510	July 29, 2019

### Financial Year

April 1 to March 31

### Financial Calendar (Tentative) Results for the Quarter Ending:

**June 30, 2024** – Second week of August 2024

**September 30, 2024** – First week of November 2024

**December 31, 2024** – First week of February 2024

**March 31, 2025** – Fourth week of May 2025

**Annual General Meeting** – August/September 2025



### Address for correspondence:

a) **For shares held in physical form**

Link Intime India Private Limited  
Noble Heights, 1<sup>st</sup> Floor, Plot No. NH 2,  
LSC, C-1 Block, Near Savitri Market,  
Janakpuri, New Delhi-11005  
Tel: +91 11 49411000  
Fax No.: +91 11 41410591  
e-mail: delhi@linkintime.co.in  
Website: www.linkintime.co.in

b) **For Shares held In Dematerialization Form**

Investors' concerned Depository Participant(s) and / or Link Intime India Private Limited

### Compliance Officer

Mr. Jatin Mahajan, Company Secretary, is the Compliance Officers for complying with requirements of Securities Laws.

### Any Query on the Annual Report

Mr. Jatin Mahajan  
Uniparts India Limited  
First Floor, B-208/ A1 & A2, Phase-II,  
Noida- 201305, UP, India  
Ph : +91 120 4581443  
Fax : +91 1204581499  
Email : compliance.officer@unipartsgroup.com

### Registrar and Transfer Agent

Link Intime India Private Limited  
Noble Heights, 1<sup>st</sup> Floor, Plot No. NH 2,  
LSC, C-1 Block, Near Savitri Market,  
Janakpuri, New Delhi-11005  
Tel: +91 11 49411000  
Fax No.: +91 11 41410591  
e-mail: delhi@linkintime.co.in  
Website: www.linkintime.co.in

### Share Transfer System

During the year, Link Intime India Private Limited, Registrar and Transfer Agent ("RTA") of the Company ensured compliance with all the procedural requirements with respect to transfer, transmission and transposition of shares and formalities with respect to name deletion, sub-division, consolidation, renewal, exchange and endorsement of share certificates.

SEBI has mandated that securities of listed companies can be transferred only in dematerialised form. Accordingly, the Company / it's RTA are not accepting any lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail the facility of dematerialisation. However, investors are not barred from holding shares in physical form. Transfers in electronic form are much simpler and quicker as the members have to approach their respective depository participants and the transfers are processed by NSDL/ CDSL, as the case may be, with no requirement of any separate communication to be made to the Company.

### Stock Exchanges Related Information:

a. **Listing on Stock Exchanges**

**Equity Shares**

**BSE Limited (BSE)**

Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai 400 001  
Scrip Code – 543689



**National Stock Exchange of India Limited (NSE)**

Exchange Plaza, C-1, Block G, Bandra-Kurla

Complex, Bandra (East), Mumbai 400 051

Trading Symbol – UNIPARTS

**b. ISIN: INE244O01017****c. Payment of Listing Fees**

Annual listing fee for the financial year 2023-24 has been paid by the Company to BSE and NSE. The Annual Custody / Issuer fee has been paid by the Company within the due date based on invoices received from the Depositories.

**Credit Rating**

The present credit rating of the Company is as under:

Rating Agency	ICRA Limited
Long Term Rating	ICRA AA minus
Short Term Rating	ICRA A1 plus

**Stock Market Price Data**

Month	Company Share Price at NSE (Rs. Per share)		Nifty 50	
	High price	Low price	High price	Low price
Apr-23	551.70	508.70	18089.15	17312.75
May-23	599.70	545.05	18662.45	18042.4
Jun-23	585.65	547.80	19201.70	18464.55
Jul-23	687.05	549.40	19991.85	19234.4
Aug-23	722.65	573.00	19795.60	19223.65
Sep-23	645.05	560.10	20222.45	19255.7
Oct-23	609.70	530.70	19849.75	18837.85
Nov-23	581.90	532.50	20158.70	18973.70
Dec-23	580.00	520.05	21801.45	20183.70
Jan-24	612.00	560.05	22124.15	21137.20
Feb-24	638.15	523.55	22297.50	21530.20
Mar-24	590.75	500.00	22526.60	21710.20

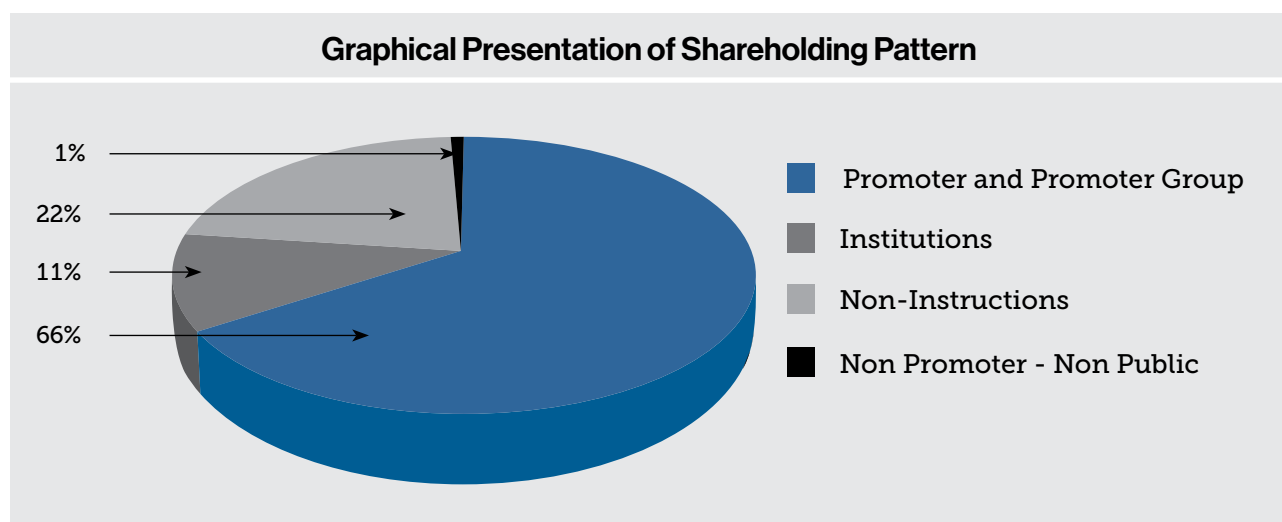
Month	Company Share Price at BSE (Rs. Per share)		Sensex	
	High price	Low price	High price	Low price
Apr-23	551.20	508.10	61209.46	58793.08
May-23	600.00	538.05	63036.12	61002.17
Jun-23	585.60	547.75	64768.58	62359.14
Jul-23	687.00	549.10	67619.17	64836.16
Aug-23	722.15	566.05	66658.12	64723.63
Sep-23	647.20	561.65	67927.23	64818.37
Oct-23	609.00	531.45	66592.16	63092.98
Nov-23	583.95	532.30	67069.89	63550.46
Dec-23	580.00	518.85	72484.34	67149.07
Jan-24	611.10	560.30	73427.59	70001.6
Feb-24	637.65	525.00	73413.93	70809.84
Mar-24	590.00	501.60	74245.17	71674.42

(Source: This information is compiled from the data available on the website of the BSE and NSE.)

### Shareholding Pattern as on March 31, 2024

S. No.	Category of Shareholders	No. of shareholders	Total number of shares	% of (A+B+C)
<b>(A) Shareholding of Promoter and Promoter Group</b>				
1	Indian	6	1,48,39,540	32.88
2	Foreign	4	1,47,95,090	32.78
<b>Total Shareholding of Promoter and Promoter Group</b>		<b>10</b>	<b>2,96,34,630</b>	<b>65.66</b>
<b>(B) Public Shareholding</b>				
1	Institutions	29	52,22,007	11.57
2	Non-Institutions	86,516	99,00,490	21.94
<b>Total Public Shareholding</b>		<b>86,545</b>	<b>1,51,22,497</b>	<b>33.51</b>
<b>(C) Non Promoter-Non Public</b>				
Shares held by Employees Trust		1	3,76,631	0.83
<b>Total Non Promoter - Non Public Shareholding</b>		<b>1</b>	<b>3,76,631</b>	<b>0.83</b>
<b>Total A+B+C</b>		<b>86,556</b>	<b>4,51,33,758</b>	<b>100.00</b>

### CATEGORY-WISE SHAREHOLDING (%)



### DISTRIBUTION OF SHAREHOLDING BY SIZE AS ON MARCH 31, 2024:

Category (Shares)	Number of Shareholders	% to Shareholders	No. of Shares	% of Shares
1-500	84,686	96.8327	44,90,769	9.9499
501- 1000	1,575	1.8009	12,11,497	2.6842
1001- 2000	696	0.7958	10,15,095	2.2491
2001- 3000	182	0.2081	4,67,133	1.0350
3001- 4000	93	0.1063	3,28,346	0.7275
4001- 5000	69	0.0789	3,21,442	0.7122
5001- 10000	69	0.0789	4,96,537	1.1001
10001 & Above	86	0.0983	3,68,02,939	81.5419
<b>Total:</b>	<b>87456</b>	<b>100</b>	<b>45133758</b>	<b>100</b>

### Dematerialisation of Shares and Liquidity

Mode of Holding	No. of shares	%
Shares in Demat Form	4,51,33,758	100%
NSDL	4,09,33,970	90.69
CDSL	41,99,788	9.31
Shares in Physical Form	NIL	0%
<b>TOTAL</b>	<b>4,51,33,758</b>	<b>100%</b>

### Outstanding GDRs / Warrants and Convertible Bonds, Conversion Date and likely Impact on Equity

The Company has not issued any ADR/GDR/Warrant and Convertible Instrument during the year under review. There is no outstanding GDR/ADR/Warrant and Convertible Instrument.

### Employee Stock Options Scheme

Please refer Board's Report wherein details of Employees' Stock Options Schemes are mentioned.

### Commodity Price Risks / Foreign Exchange Risk and Hedging Activities

The Company doesn't deal in Commodities. Please refer financials of the Company hedging contracts during the year.

### Plants Locations

#### Manufacturing plants of the Company

1. B 208, A1 & A2, Phase-II, Noida-201305, Uttar Pradesh, India
2. C-140, Focal Point, Phase-V, Ludhiana - 141010, Punjab, India
3. D-126 & D-127 A, Focal Point, Phase-V, Ludhiana - 141010, Punjab, India
4. Plot No. -E-754, Focal point, Phase-VIII, Ludhiana-141 010, Punjab, India
5. C-197, 198, Phase VII, Focal Point, Ludhiana - 141010, Punjab, India
6. Plot No. 47, APIIC, APSEZ, Atchuthapuram, Pudimadaka Road, Visakhapatnam - 531011, Andhra Pradesh, India

#### Manufacturing plants of the Subsidiaries in India

Gripwel Fasteners Private Limited

142A/30 to 142A/51, NSEZ, Noida – 201305, Uttar Pradesh, India

Gripwel Conag Private Limited

Plot No : B70 & C262, Phase VIII, Focal Point, Ludhiana – 141010, Punjab, India

#### Manufacturing plants of the Subsidiaries outside India

Uniparts Olsen Inc.

1100 East Le Claire Road, Eldridge, Iowa - 52748, USA

### Investor Grievance Redressal

The number of complaints received and resolved to the satisfaction of investors during the year and their break-up is as under:

Type of Complaints	Received during the financial year 2023-24	Redressed during the financial year 2023-24	Pending as on March 31, 2024
Non-receipt of Refund Order/Application Money	6	6	NIL
Non-receipt of credit of shares in Demat Account	1	1	NIL
Miscellaneous/ Non receipt of CAF/dividend	40	40	NIL
<b>Total</b>	<b>47</b>	<b>47</b>	<b>NIL</b>

### Adoption of mandatory and discretionary requirements

The Company has complied with all mandatory requirements of Regulation 34 of the Listing Regulations. The Company has adopted the following discretionary requirements of the Listing Regulations:

#### a. Audit Qualification

The Company is in the regime of unmodified opinions on financial statements.

#### b. Reporting of Internal Auditor

The Internal Auditor directly reports to the Audit Committee.

### Disclosure on Materially Significant Related Party Transactions that may have Potential Conflict with the Company's Interests at large.

The Company's major related party transactions are generally with its subsidiaries. The related party transactions are entered into based on considerations of various business exigencies, such as synergy in operations, sectoral specialisation and the Company's long-term strategy for sectoral investments, optimisation of market share, profitability, legal requirements, liquidity and capital resources of subsidiaries.



All the contracts / arrangements / transactions entered by the Company during the financial year with related parties were in its ordinary course of business and on an arm's length basis.

During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on Materiality of Related Party Transactions. The Company has made full disclosure of transactions with the related parties as set out in Note no. 40 of Standalone Financial Statements, forming part of the Annual Report.

There were no materially significant related party transactions which could have potential conflict with interest of the Company at large.

The Company's Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions is put up on the Company's website.

#### **Details of Non-Compliance by the Company, Penalties, Strictures Imposed on the Company by the Stock Exchange or SEBI, or any Statutory Authority, on any matter related to Capital Markets during the last 3 Years**

None

#### **Transfer of Unpaid / Unclaimed Amounts to Investor Education and Protection Fund**

The Company got listed on December 12, 2022, accordingly, there is no requirement of Transfer of Unpaid / Unclaimed Amounts to Investor Education and Protection Fund.

#### **Equity Shares in the Demat Suspense Account**

In terms of Regulation 39 of the Listing Regulations, the Company reports the following details in respect of equity shares lying in the suspense account which were issued in demat form: -

Particulars	Demat	
	Number of Shareholders	Number of equity shares
Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on <b>April 01, 2023</b>	1	25
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	1	25
Number of shareholders to whom shares were transferred from suspense account during the year	1	25
<b>Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2024</b>	0	0

The voting rights on the shares in the suspense account remained frozen till the rightful owner claimed the shares.

#### **Whistle-Blower Policy**

The Company promotes safe, ethical and compliant conduct of all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil Mechanism and Whistle-blower policy under which the employees are encouraged to report violations of applicable laws and regulations and the Code of Conduct - without fear of any retaliation. The Company has constituted a grievance redressal platform wherein any employee can report or escalate unethical activities which he/she has witnessed or experienced. Employees may also report violations to the Chairman of the Audit Committee and there was no instance of denial of access to the Audit Committee. The Vigil Mechanism and Whistle-blower policy is available on the website of the Company.

#### **Prevention of Sexual Harassment of Women at Workplace**

The Company is committed to provide a work environment that ensures every employee is treated with dignity, respect and afforded equal treatment. The Company has complied with the provision relating to the constitution of Internal Complaints Committee(s) and during the year under review, as per the table given below, the Company has not received any complaints under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Please refer the Business Responsibility and Sustainability Report which forms part of the Annual Report for more details.

S. No.	Particulars	Numbers
1	Number of complaints filed during the financial year	0
2	Number of complaints disposed of during the financial year	0
3	Number of complaints pending as on end of the financial year	0

### Prevention of Insider Trading

In accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulation, 2015, as amended, the Company has instituted a comprehensive Code of Conduct for prevention of insider trading in the Company's shares and code of practice and procedure for fair disclosure of unpublished price sensitive information.

### Framework for Monitoring Subsidiary Companies

All subsidiary companies are Board managed with their Boards having the rights and obligations to manage such companies in the best interest of their stakeholders. The Company has formulated Policy for determining Material Subsidiaries.

The Company monitors performance of subsidiary companies, inter alia, by the following means:

- Financial statements, in particular investments made by subsidiary companies, are reviewed quarterly by the Company's Audit Committee.
- Minutes of Board meetings of subsidiary companies are placed before the Company's Board regularly.
- A statement containing all significant transactions and arrangements entered into by subsidiary companies is placed before the Company's Board.
- Presentations are made to the Company's Board on business performance by the senior management on major subsidiaries of the Company.

### Details of Material Subsidiary Company

Gripwel Fasteners Private Limited ("GFPL"), a wholly owned subsidiary, is a material subsidiary of the Company. GFPL is incorporated in New Delhi. M/s S. C. Varma and Co., Chartered Accountants (Firm Registration number 000533N), are Statutory Auditors of the Company. They had been appointed as Statutory Auditors for a period of five years in the 14<sup>th</sup> Annual General Meeting of GFPL held on 29<sup>th</sup> July, 2019.

The Company's Policy for determining Material Subsidiaries is available on the website of the Company.

### WEBLINKS FOR THE MATTERS REFERRED IN THIS REPORT ARE AS UNDER

Particulars	Website link
<b>Policies and Code</b>	
Code of Conduct for Board Members and Senior Management of the Company	<a href="https://www.unipartsgroup.com/pdfs/policy-code-conduct.pdf">https://www.unipartsgroup.com/pdfs/policy-code-conduct.pdf</a>
Familiarisation Programme for Independent Directors	<a href="https://www.unipartsgroup.com/home/code_of_conduct_policies">https://www.unipartsgroup.com/home/code_of_conduct_policies</a>
Nomination and Remuneration Policy for selection and nomination of Directors, Appointment of the Senior Managerial Personnel and Remuneration of Directors, Key Managerial Personnel and other employees of the Company	<a href="https://www.unipartsgroup.com/pdfs/Criteria-payments-Non-Executive-Directors.pdf">https://www.unipartsgroup.com/pdfs/Criteria-payments-Non-Executive-Directors.pdf</a>
Terms and conditions of appointment of independent directors	<a href="https://www.unipartsgroup.com/pdfs/terms-appointment-directors.pdf">https://www.unipartsgroup.com/pdfs/terms-appointment-directors.pdf</a>
Policy for determining Material Subsidiaries	<a href="https://www.unipartsgroup.com/pdfs/Policy-Determining-Materia-Subsidiaries.pdf">https://www.unipartsgroup.com/pdfs/Policy-Determining-Materia-Subsidiaries.pdf</a>
Policy on Materiality of Related Party Transactions	<a href="https://www.unipartsgroup.com/pdfs/Policy%20-Related-Party-Transactions.pdf">https://www.unipartsgroup.com/pdfs/Policy%20-Related-Party-Transactions.pdf</a>
Policy on Determination and Disclosure of Materiality of Events and Information	<a href="https://www.unipartsgroup.com/pdfs/Policy-determining-materiality-events-information.pdf">https://www.unipartsgroup.com/pdfs/Policy-determining-materiality-events-information.pdf</a>
Vigil Mechanism and Whistle- Blower Policy	<a href="https://www.unipartsgroup.com/pdfs/Vigil-Mechanism-Policy.pdf">https://www.unipartsgroup.com/pdfs/Vigil-Mechanism-Policy.pdf</a>
<b>Reports</b>	
Quarterly, Half-yearly and Annual Financial Results	<a href="https://www.unipartsgroup.com/home/quarterly_financial_results">https://www.unipartsgroup.com/home/quarterly_financial_results</a>
Presentation to institutional investors and analysts	<a href="https://www.unipartsgroup.com/home/investor_meet_calendar_FAQs">https://www.unipartsgroup.com/home/investor_meet_calendar_FAQs</a>
Annual Report	<a href="https://www.unipartsgroup.com/home/annual_report">https://www.unipartsgroup.com/home/annual_report</a>



Particulars	Website link
<b>Shareholder Information</b>	
Composition of Board of Directors	<a href="https://www.unipartsgroup.com/home/board_of_directors">https://www.unipartsgroup.com/home/board_of_directors</a>
Profile of Directors	<a href="https://www.unipartsgroup.com/home/management">https://www.unipartsgroup.com/home/management</a>
Composition of various Committees of the Board	<a href="https://www.unipartsgroup.com/home/committees">https://www.unipartsgroup.com/home/committees</a>
Investor Contacts	<a href="https://www.unipartsgroup.com/home/RTA_contact_details">https://www.unipartsgroup.com/home/RTA_contact_details</a>

### COMPLIANCE OF CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46(2)(b) TO (i) OF LISTING REGULATIONS

Sr. No.	Particulars	Regulation	Compliance Status Yes / No/N.A.	Key Compliance observed
1.	Board of Directors	17	Yes	<ul style="list-style-type: none"> <li>▪ Composition and Appointment of Directors</li> <li>▪ Meetings and quorum</li> <li>▪ Review of compliance reports</li> <li>▪ Plans for orderly succession for appointments</li> <li>▪ Code of Conduct</li> <li>▪ Fees / compensation to non-executive Directors</li> <li>▪ Minimum information to be placed before the Board</li> <li>▪ Compliance Certificate by Chairman and Managing Director and Chief Financial Officer</li> <li>▪ Risk assessment and risk management plan</li> <li>▪ Performance evaluation of Independent Directors</li> <li>▪ Recommendation of Board for each item of special business</li> </ul>
2.	Maximum Number of Directorships	17A	Yes	<ul style="list-style-type: none"> <li>▪ Directorships in listed entities</li> </ul>
3.	Audit Committee	18	Yes	<ul style="list-style-type: none"> <li>▪ Composition</li> <li>▪ Meetings and quorum</li> <li>▪ Chairperson present at Annual General Meeting</li> <li>▪ Role of the Committee</li> </ul>
4.	Nomination and Remuneration Committee	19	Yes	<ul style="list-style-type: none"> <li>▪ Composition</li> <li>▪ Chairperson present at Annual General Meeting</li> <li>▪ Meetings and quorum</li> <li>▪ Role of the Committee</li> </ul>
5.	Stakeholders Relationship Committee	20	Yes	<ul style="list-style-type: none"> <li>▪ Composition</li> <li>▪ Chairperson present at Annual General Meeting</li> <li>▪ Meetings</li> <li>▪ Role of the Committee</li> </ul>
6.	Risk Management Committee	21	Yes	<ul style="list-style-type: none"> <li>▪ Composition</li> <li>▪ Meetings</li> <li>▪ Role of the Committee</li> </ul>
7.	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> <li>▪ Vigil Mechanism for Directors and employees</li> <li>▪ Adequate safeguards against victimisation</li> <li>▪ Direct access to Chairperson of Audit Committee</li> </ul>
8.	Related Party Transactions	23	Yes	<ul style="list-style-type: none"> <li>▪ Policy on Materiality of Related Party transactions and dealing with Related Party Transactions</li> <li>▪ Prior approval including omnibus approval of Audit Committee for Related Party Transactions</li> <li>▪ Periodical review of Related Party transactions</li> <li>▪ Disclosure on Related Party Transactions</li> </ul>

Sr. No.	Particulars	Regulation	Compliance Status Yes / No/N.A.	Key Compliance observed
9.	Subsidiaries of the Company	24	Yes	<ul style="list-style-type: none"> <li>▪ Composition of Board of Directors of unlisted material subsidiary</li> <li>▪ Review of financial statements and investments of subsidiaries by the Audit Committee</li> <li>▪ Minutes of the Board of Directors of the subsidiaries are placed at the meeting of the Board of Directors</li> <li>▪ Significant transactions and arrangements of subsidiaries are placed at the meeting of the Board of Directors</li> </ul>
10.	Secretarial Audit	24A	Yes	<ul style="list-style-type: none"> <li>▪ Annual Secretarial Audit Report and Annual Secretarial Compliance Report</li> </ul>
11.	Obligations with respect to Independent Directors	25	Yes	<ul style="list-style-type: none"> <li>▪ Maximum directorships and tenure</li> <li>▪ Meetings of Independent Directors</li> <li>▪ Cessation and appointment of Independent Directors</li> <li>▪ Familiarisation of Independent Directors</li> <li>▪ Declaration from Independent Directors that he/she meets the criteria of independence</li> <li>▪ Directors and Officers insurance for all the Independent Directors</li> </ul>
12.	Obligations with respect to employees including Senior Management, Key Managerial Personnel, Directors and Promoters	26	Yes	<ul style="list-style-type: none"> <li>▪ Memberships / Chairmanships in Committees</li> <li>▪ Affirmation on compliance of Code of Conduct by Directors and Senior Management</li> <li>▪ Disclosure of shareholding by non-executive Directors</li> <li>▪ Disclosures by Senior Management about potential conflicts of interest</li> <li>▪ No agreement with regard to compensation or profit sharing in connection with dealings in securities of the Company by Key Managerial Personnel, Director and Promoter</li> </ul>
13.	Other Corporate Governance requirements	27	Yes	<ul style="list-style-type: none"> <li>▪ Compliance with discretionary requirements</li> <li>▪ Filing of quarterly, half-yearly and yearly compliance report on Corporate Governance</li> </ul>
14	Website	46(2)(b) to (i)	Yes	<ul style="list-style-type: none"> <li>▪ Terms and conditions of appointment of Independent Directors</li> <li>▪ Composition of various Committees of the Board of Directors</li> <li>▪ Code of Conduct of Board of Directors and Senior Management Personnel</li> <li>▪ Details of establishment of Vigil Mechanism / Whistle-blower policy</li> <li>▪ Policy on dealing with Related Party Transactions</li> <li>▪ Policy for determining material subsidiaries</li> <li>▪ Details of familiarisation programmes imparted to Independent Directors</li> </ul>



### **Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)**

Not Applicable

### **Details of fees paid to the Statutory Auditor**

Total fees of INR 67.66 million were paid by the Company and its subsidiaries (namely, Gripwel Fasteners Private Limited and Gripwel Conag Private Limited), for all services including taxes and reimbursement of out-of-pocket expenses on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part for FY 2023-24.

### **Details of Loan and advances in the nature of Loan to firm/ companies in which directors are interested are as follows: -**

The details of loans and advances in the nature of loan to firms/ companies in which directors are interested form part of the notes to the financial statement.

### **CMD and CFO Certification**

The Chairman and Managing Directors (CMD) and the Chief Financial Officer (CFO) of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations, copy of which is attached to this Report. The CMD and the CFO also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations.

### **No Disqualification Certificate from Company Secretary in Practice**

Certificate from M/s. NKJ & Associates, Practising Company Secretaries, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority, as stipulated under Regulation 34(3) of the Listing Regulations, is attached to this Report.

### **Compliance Certificate on Corporate Governance**

Certificate from M/s. Sanjay Grover & Associates, Practising Company Secretaries, confirming compliance with conditions of Corporate Governance, as stipulated under Regulation 34 of the Listing Regulations, is attached to this Report.

### **Certificate on Compliance with Code of Conduct**

I hereby confirm that the Company has obtained from all the Members of the Board and Senior Management Personnel, the affirmation that they have complied with the 'Code of Conduct' in respect of the financial year 2023-24.

Date: May 28, 2024  
Place: Noida, Uttar Pradesh

**Gurdeep Soni**  
Chairman and Managing Director



# NO DISQUALIFICATION CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

(PURSUANT TO REGULATION 34(3) READ WITH SCHEDULE V PARA-C CLAUSE 10(i) OF THE SEBI  
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)

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

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Uniparts India Limited having CIN: L74899DL1994PLC061753 and having registered office at Gripwel House, Block-5 C, Sector 6 7, Vasant Kunj, New Delhi- 110070 India (hereinafter referred to as "the Company"), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulations 34(3) read with Schedule V Para-C Clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending 31<sup>st</sup> March 2024, have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority

S. No.	Name of the Directors	DIN	Date of appointment in the Company
1	Gurdeep Soni	00011478	26/09/1994
2	Paramjit Singh Soni	00011616	26/09/1994
3	Sanjeev Kumar Chanana	00112424	17/02/2022
4	Shradha Suri	00176902	23/08/2014
5	Alok Nagory	00478140	23/08/2014
6	Herbert Klaus Coenen	00916001	12/01/2013
7	Celine George	02563846	09/11/2023
8	Parmeet Singh Kalra	06928230	08/02/2024
9	Sharat Krishan Mathur*	01217742	29/11/2013

\* Mr. Sharat Krishan Mathur (DIN: 01217742) has completed his second and final term as an Independent Director and consequently ceased to be a Director of the Company with effect from closing of business hours on March 31, 2024.

Ensuring the eligibility of the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these, based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: New Delhi  
Date: 28.05.2024

For **NKJ & Associates**  
Company Secretaries

**Neelesh Kumar Jain**  
(Proprietor)

FCS No. : 5593

C P No. : 5233

PR No. : 688/2020

UDIN: F005593F000425980



## CMD & CFO CERTIFICATION

To,  
The Board of Directors  
**Uniparts India Limited**

- A. We, have reviewed financial statements and the Cash Flow Statement of the Company for the financial year ended 31<sup>st</sup> March, 2024 and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
- D. We have indicated to the auditors and the Audit Committee that:
- (1) there are no significant changes in internal control over financial reporting during the year;
  - (2) there are no significant changes in accounting policies during the year; and
  - (3) there are no instances of significant fraud of which we have become aware.

For **Uniparts India Limited**

**Gurdeep Soni**  
Chairman and Managing Director

For **Uniparts India Limited**

**Rohit Maheshwari**  
Group Chief Financial Officer

Date: May 28, 2024  
Place: Noida, Uttar Pradesh

# CERTIFICATE OF COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

## CORPORATE GOVERNANCE CERTIFICATE

To  
The Members  
**Uniparts India Limited**  
(CIN: L74899DL1994PLC061753)  
Gripwel House, Block-5, C6 7,  
Vasant Kunj, New Delhi - 110070

We have examined the compliance of conditions of Corporate Governance by Uniparts India Limited ("the Company"), for the financial year ended on March 31, 2024 as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Sanjay Grover & Associates**  
Company Secretaries  
Firm Registration No.: P2001DE052900  
Peer Review No.: 4268/2023

Date: May 21, 2024  
Place: New Delhi

**Vijay K. Singhal**  
Partner  
CP No.: 10385; M No.: A21089  
UDIN: A021089F000413690



# BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

## SECTION A: GENERAL DISCLOSURES

### I. Details

1	Corporate Identity Number (CIN) of the Company	L74899DL1994PLC061753
2	Name of the Company	Uniparts India Limited
3	Year of Incorporation	1994
4	Registered office address	Gripwel House, Block-5, Sector C-6 & 7, Vasant Kunj, New Delhi-110070
5	Corporate office address	First Floor, Plot No. B-208/A1 & A2, Phase-2, Noida, Uttar Pradesh - 201305
6	E-mail id	info@unipartsgroup.com
7	Telephone	+91-11-26137979, +91-120-4581400
8	Website	https://www.unipartsgroup.com/
9	Financial year for which reporting is being done	FY 2023-2024
10	Name of the Stock Exchange(s) where shares are listed	BSE Limited & National Stock Exchange of India Limited
11	Paid-up capital	45,13,37,580
12	Name and contact details (telephone, email address). of the person who may be contacted in case of any queries on the BRSR report	Mr. Jatin Mahajan Head Legal, Company Secretary and Compliance Officer; compliance.officer@unipartsgroup.com; +91-120-4581400  Mr. Vivek Maheshwari Vice President- Investor Relations; vivek.maheshwari@unipartsgroup.com; +91-120-4581400
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Disclosures under this report are being made on a standalone basis.
14	Name of assurance provider	Not Applicable
15	Type of assurance obtained	Not Applicable

### II. Products/Services

#### 16. Details of business activities (accounting for 90% of the turnover)

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Sales of manufacturing products	Manufacturing of goods	94.78%

#### 17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover)

Sr. No.	Product/Service	NIC Code	% Of total turnover contributed
1	Manufacture of other agricultural and forestry machinery	28219	54.84%
2	Manufacture of parts and accessories for machinery/ equipment used by construction and mining industries	-	39.93%

### III. Operations

#### 18. Number of locations where plants and/or operations/offices of the entity are situated

Location	Number of Plants	Number of offices	Total
National	6	10	16
International	0	0	0

#### 19. Markets served by the entity

##### a. Number of locations

Locations	Number
National (No. of States)	12
International (No. of Countries)	18

##### b. What is the contribution of exports as a percentage of the total turnover of the entity?

64.32%

##### c. A brief on types of customers

Functioning primarily in the B2B (business-to-business) space, the company supplies to Original Equipment Manufacturers (OEMs) as a tier 1 or tier 2 supplier. Our customers also include established after-market aggregators and retail chains. The company's global business model leverages a dual-shore strategy, integrating manufacturing, warehousing and supply chain management systems for the customers.

### IV. Employees

#### 20. Details as on 31<sup>st</sup> March 2024

##### a. Employees and workers (including differently abled)

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>EMPLOYEES</b>						
1	Permanent (D)	541	523	97%	18	3%
2	Other than Permanent (E)	0	0	0%	0	0%
3	Total Employees (D+E)	541	523	97%	18	3%
<b>WORKERS</b>						
4	Permanent (F)	1187	1181	99%	6	1%
5	Other than Permanent (G)	1174	1057	90%	117	10%
6	Total Workers (F+G)	2361	2238	95%	123	5%

##### b. Differently abled employees and workers

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>DIFFERENTLY ABLED EMPLOYEES</b>						
1	Permanent (D)	14	13	93%	1	7%
2	Other than Permanent (E)	0	0	0%	0	0%
3	Total Differently Abled Employees (D+E)	14	13	93%	1	7%
<b>DIFFERENTLY ABLED WORKERS</b>						
4	Permanent (F)	14	14	100%	0	0%
5	Other than Permanent (G)	5	5	100%	0	0%
6	Total Differently abled workers (F+G)	19	19	100%	0	0%

#### 21. Participation/inclusion/representation of women

Particulars	Total (A)	No. and percentage of females	
		No. (B)	% (B / A)
Board of Directors	9	2	22%
Key Management Personnel	3	0	0%



## 22. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

	FY 2023-24			FY 2022-23			FY 2021-22		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	17.92%	0.54%	18%	15.86%	0.71%	16.58%	12.66%	0.73%	13.39%
Permanent Workers	6.8%	0.0%	7%	7.8%	0.0%	7.8%	7.52%	0.0%	7.52%

## V. Holding, subsidiary, and associate companies (including joint ventures)

### 23. (a). Subsidiary/ Step Down Subsidiary Companies

Sr. No.	Name of the Holding /Subsidiary /Associate Companies/ Joint Ventures(A)	Indicate whether Holding / Subsidiary/ Associate /Joint Venture	% Of shares held by listed Entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed Entity? (Yes/No)
1	Gripwel Fasteners Private Limited	Subsidiary	100%	Yes
2	Gripwel Conag Private Limited	Subsidiary	100%	Yes
3	Uniparts USA Limited	Subsidiary	100%	Yes
4	Uniparts Olsen Inc.	Subsidiary	100%	Yes
5	Uniparts India GmbH	Subsidiary	100%	Yes

**Note:** Uniparts Olsen Inc. is a wholly owned subsidiary of Uniparts USA Limited

## VI. CSR Details

### 24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes

(ii) Turnover: INR 704.66 Crore

(iii) Net worth: INR 556.42 Crore

## VII. Transparency and Disclosures Compliances

### 25. Complaints/grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct (NGRBC)

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2023-24			FY 2022-23		
		Number of Complaints Filed during the year	Number of Complaints pending resolution at close of the year	Remarks	Number of Complaints Filed during the year	Number of Complaints pending resolution at close of the year	Remarks
Communities	Yes, please visit: <a href="https://www.unipartsgroup.com/home/code_of_conduct_policies">https://www.unipartsgroup.com/home/code_of_conduct_policies</a>	0	0	-	0	0	-
Investors (other than shareholders)	Yes, please visit: <a href="https://www.unipartsgroup.com/home/RTA_contact_details">https://www.unipartsgroup.com/home/RTA_contact_details</a>	0	0	-	0	0	-
Shareholders	Yes, please visit: <a href="https://www.unipartsgroup.com/home/RTA_contact_details">https://www.unipartsgroup.com/home/RTA_contact_details</a>	47	0	-	1078	0	The Company got listed on December 12, 2022.
Employees and workers	Yes, please refer to Whistle Blower Policy at the link: <a href="https://www.unipartsgroup.com/home/code_of_conduct_policies">https://www.unipartsgroup.com/home/code_of_conduct_policies</a>	0	0	-	0	0	-
Customers	Yes, please visit: <a href="https://www.unipartsgroup.com/home/contact-us">https://www.unipartsgroup.com/home/contact-us</a>	0	0	-	0	0	-
Value Chain Partners	Yes, please refer Supplier Code of Conduct at the link: <a href="https://www.unipartsgroup.com/home/code_of_conduct_policies">https://www.unipartsgroup.com/home/code_of_conduct_policies</a>	0	0	-	0	0	-
Others (please specify)	No	0	0	-	0	0	-

## 26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

Sr. No.	Material Issue Identified	Indicate whether Risk or Opportunity (R/O)	Rationale for identifying Risk/ Opportunity	In case of Risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	<b>Product Quality and Design</b>	Opportunity	By prioritising quality and design, we can minimise product failures, recalls, and waste, shrinking our environmental impact. Sustainable design allows us to craft energy-efficient products. Furthermore, quality improvements benefit both workers (safer production) and end-users (enhanced product safety). This focus aligns our business with ESG goals, meeting stakeholder expectations - from investors seeking responsible practices to customers and employees desiring safe, long-lasting products.	Not Applicable	Positive
2	<b>Economic Performance</b>	Opportunity	We can achieve a win-win by focusing on economic prosperity, environmental stewardship, and social responsibility. By improving efficiency and profitability, we gain the resources to invest in sustainable practices, innovation, and social programs. This virtuous cycle leads to long-term success, satisfied stakeholders, and attracts investors who share our values of ESG responsibility.	Not Applicable	Positive
3	<b>Occupational Health and Safety</b>	Opportunity	By prioritising Occupational Health and Safety, we can effectively lower accident rates, reduce injuries, and decrease absenteeism, thereby fostering a more productive workforce. Additionally, fostering a safety-conscious culture can boost employee morale, increase loyalty, and enhance job satisfaction. Through the implementation of comprehensive health and safety protocols, we not only meet the expectations of stakeholders such as employees, customers, and investors, but also cultivate a strong reputation as a responsible and sustainable business entity.	Not Applicable	Positive

Sr. No.	Material Issue Identified	Indicate whether Risk or Opportunity (R/O)	Rationale for identifying Risk/ Opportunity	In case of Risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
4	Training and Upskilling of Human Capital	Opportunity	<p>Enhancing productivity, fostering innovation, and boosting employee satisfaction are key drivers towards achieving higher profitability. Furthermore, dedicating resources to employee development initiatives can facilitate social mobility and mitigate income inequality, thus fostering broader economic and social advancement within the region. Through prioritising employee training and upskilling, we underscore our dedication to responsible and sustainable business strategies, aligning with the expectations of stakeholders, including employees, investors, and customers.</p> <p>We can identify and mitigate potential risks, including those related to the environment, society, and governance. A robust risk management strategy can reduce the likelihood of negative incidents, such as legal violations, reputational damage, and environmental disasters. Ultimately, a focus on risk management can help us align our business operations with ESG goals and meet the expectations of stakeholders, including investors, customers, and employees.</p>	Not Applicable	Positive
5	Risk Management	Opportunity	<p>We can identify and mitigate potential risks, including those related to the environment, society, and governance. A robust risk management strategy can reduce the likelihood of negative incidents, such as legal violations, reputational damage, and environmental disasters. Ultimately, a focus on risk management can help us align our business operations with ESG goals and meet the expectations of stakeholders, including investors, customers, and employees.</p> <p>In case we are unable to identify and mitigate risks related to environmental impacts, labour practices, or governance, the same can lead to legal liabilities, reputational damage, and financial losses. Additionally, inadequate risk management can negatively impact employee safety and well-being and harm the surrounding communities. Therefore, failure to prioritise risk management can pose significant ESG risks for the company and its stakeholders.</p>	Not Applicable	Positive
		Risk	<p>In case we are unable to identify and mitigate risks related to environmental impacts, labour practices, or governance, the same can lead to legal liabilities, reputational damage, and financial losses. Additionally, inadequate risk management can negatively impact employee safety and well-being and harm the surrounding communities. Therefore, failure to prioritise risk management can pose significant ESG risks for the company and its stakeholders.</p>	<p>We review risk management framework and processes regularly. We are also regularly monitoring risk management performance and implementing appropriate controls and processes. Additionally, we prioritise employee training and awareness-raising to ensure that all employees are aware of the potential risks and mitigation measures</p>	Negative



Sr. No.	Material Issue Identified	Indicate whether Risk or Opportunity (R/O)	Rationale for identifying Risk/ Opportunity	In case of Risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
6	Data Security, Privacy, and Cybersecurity	Risk	<p>Inadequate measures to protect sensitive data and information can lead to legal liabilities, reputational damage and financial losses. Moreover, cyber-attacks can compromise customer data and confidential information, negatively impacting the company's reputation and stakeholder trust. The potential for data breaches and cyber-attacks is increasing, and failure to prioritise data security, privacy and cybersecurity can result in significant ESG risks for the company and its stakeholders.</p>	<p>We regularly review and update our data security protocols, provide regular employee training and awareness-raising, and implementing appropriate controls and processes to protect sensitive data and information. We also work with cybersecurity experts to identify potential threats and developed a comprehensive incident response plan. By prioritising data security, privacy, and cybersecurity, we can reduce the likelihood of data breaches and cyber-attacks, and ultimately build a strong reputation as a responsible and sustainable business.</p>	Negative
7	Governance/Values, Ethics and Compliance	Risk	<p>Failure to uphold ethical standards and comply with regulations can lead to legal liabilities, reputational damage and financial losses. Additionally, inadequate governance practices can harm stakeholder trust and negatively impact employee morale. By not prioritising good governance, ethical behavior and regulatory compliance, we risk damaging our reputation and stakeholder trust. Thus, it is crucial for us to identify and mitigate ESG risks associated with governance, values, ethics, and compliance.</p>	<p>We have developed and implemented a comprehensive code of conduct that outlines ethical behavior and compliance with regulations. We also have an independent board and committees to ensure transparency and accountability in decision-making. Additionally, we prioritise employee training and awareness-raising on ethics and compliance issues and implement appropriate controls and processes to identify and address potential issues.</p>	Negative

Sr. Material Issue No. Identified	Indicate whether Risk or Opportunity (R/O)	Rationale for identifying Risk/ Opportunity	In case of Risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
8	Opportunity	<p>We can reduce our environmental impact and operational costs, enhance our reputation, and improve stakeholder engagement. Sustainable water management practices can include implementing water-efficient technologies, reducing water usage, and increasing wastewater treatment and recycling. Similarly, sustainable waste management practices can include promoting recycling and reuse, reducing waste generation, and implementing proper waste disposal methods. Prioritising sustainable water and wastewater management practices presents us with the opportunity to drive long-term value and contribute to sustainable development.</p>	Not Applicable	Positive
	Risk	<p>Inadequate management of water resources and wastewater can lead to water scarcity, water pollution, and negative impacts on ecosystems and human health. Moreover, regulatory frameworks and public pressure are increasing to address water-related environmental issues. Failure to manage water resources and wastewater responsibly can lead to legal liabilities, reputational damage, and financial losses. Thus, it is crucial for us to identify and mitigate ESG risks associated with water and wastewater management.</p>	<p>To mitigate the ESG risks associated with water and wastewater management, we have implemented several approaches. This includes implementing water conservation measures, reducing water usage, and increasing wastewater treatment and recycling. We also strive to work with local stakeholders, such as communities and government bodies, to identify water-related risks and implement sustainable water management practices.</p>	Negative

Sr. No.	Material Issue Identified	Indicate whether Risk or Opportunity (R/O)	Rationale for identifying Risk/ Opportunity	In case of Risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
9	Employee Benefits and Well -Being	Opportunity	<p>Providing employees with a safe and healthy work environment, as well as access to comprehensive health and wellness programs, can lead to higher levels of employee engagement, productivity, and retention. Additionally, investing in employee benefits and well-being can improve our reputation as a responsible and sustainable employer, leading to increased stakeholder trust and loyalty. By prioritising employee benefits and well-being, we can enhance our corporate culture, build a strong workforce, and contribute to sustainable development.</p>	Not Applicable	Positive
10	Energy Efficiency and Emissions	Opportunity	<p>Implementing energy-efficient technologies and processes, can reduce our energy consumption, lower our carbon footprint, and save on operational costs. Prioritising emissions reductions can also enhance our reputation as a responsible and sustainable company, driving stakeholder engagement and loyalty. Moreover, adopting sustainable energy practices can help contribute to India's sustainable development goals, and potentially access new markets and funding opportunities. Overall, prioritising energy efficiency and emissions reductions presents us with a valuable ESG opportunity that can generate long-term value.</p>	Not Applicable	Positive
11	Waste Management	Opportunity	<p>Implementing effective waste management practices can reduce our environmental impact and costs, and potentially generate new revenue streams by recycling and reusing waste materials. Prioritising waste reduction can also enhance our reputation as a responsible and sustainable company, driving stakeholder engagement and loyalty. Additionally, embracing sustainable waste management practices can help us contribute to India's sustainable development goals and potentially access new markets and funding opportunities. Overall, prioritising waste management presents a valuable ESG opportunity that can generate long-term value.</p>	Not Applicable	Positive

Sr. No.	Material Issue Identified	Indicate whether Risk or Opportunity (R/O)	Rationale for identifying Risk/ Opportunity	In case of Risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
		Risk	<p>Inadequate waste management practices can lead to pollution, harm to ecosystems, and public health risks. Furthermore, regulatory frameworks and public pressure are increasing to address waste-related environmental issues. Failure to manage waste responsibly can lead to legal liabilities, reputational damage, and financial losses. Thus, it is crucial for us to identify and mitigate ESG risks associated with waste management.</p>	<p>We strive to reduce the amount of waste generated, promoting recycling and reuse, and implementing proper waste disposal methods. We also intend to work with suppliers and stakeholders to identify and reduce waste throughout the supply chain.</p>	Negative
12	Diversity, Equity, and Inclusion	Opportunity	<p>By prioritising DEI, we can create a more diverse and inclusive workplace that attracts top talent and promotes innovation and creativity. This can enhance employee satisfaction and engagement, driving better performance and productivity. Prioritising DEI can also enhance our reputation as a responsible and ethical company, driving stakeholder engagement and loyalty.</p>	Not Applicable	Positive
13	CSR/Local Communities	Opportunity	<p>We strive to contribute to sustainable development in the local communities where we operate, promoting social inclusion, economic growth, and environmental sustainability. Our initiatives help to enhance our reputation as a responsible and ethical company, driving stakeholder engagement and loyalty. Additionally, prioritising CSR can foster positive relationships with local stakeholders, including customers, employees, and regulators, leading to increased business opportunities and a more supportive operating environment.</p>	Not Applicable	Positive

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping business demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

The National Guidelines for Responsible Business Conduct (NGRBC) as prescribed by the Ministry of Corporate Affairs advocates nine principles referred as P1-P9 as given below:

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
<b>Policy and Management Processes</b>									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	The applicable policies which have been approved by the Board has been hosted on website of the Company under <a href="https://www.unipartsgroup.com/home/code_of_conduct_policies">https://www.unipartsgroup.com/home/code_of_conduct_policies</a>								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes, some of the policies extended to the value chain Partners as well.								
4. Name of the national and international codes/certifications/labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.		ISO-9001:2015	ISO-45001:2018			ISO-14001:2015			
5. Specific commitments, goals and targets set by the entity with defined timelines, if any	No Specific Targets								
6. Performance of the entity against the specific commitments, goals, and targets along-with reasons in case the same are not met.	No Specific Targets								

### Governance, leadership and oversight

#### 7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)

Over nearly three decades, Uniparts Group has transformed from a small company into a robust and dynamic global organisation, reaching customers in multiple countries across the globe. Uniparts has emerged as a key player in providing solutions for systems and components in the global off-highway vehicle market. Throughout this growth journey, the company has recognised the significance of environmental, social, and governance (ESG) factors in its operations.

Uniparts has built its business with a clear purpose, always keeping the interests of all stakeholders in mind and placing customers at the forefront. The company's commitment to ESG is evident in its Corporate Social Responsibility (CSR) initiatives, particularly in supporting underdeveloped areas near its factories or units. Uniparts prioritises allocating funds for CSR activities to benefit local communities.

In the face of the unprecedented disruption brought about by the global pandemic in the last few years, Uniparts demonstrated resilience, prioritising the safety of its employees and maintaining a strong financial performance.

Its dedication to ESG factors also contributed to creating a safe and engaging workplace environment, enhancing relationships with employees, customers, suppliers, investors and local communities.

Guided by its core values of Passion, Innovation, Integrity, Excellence and Teamwork, Uniparts encourages creativity among its employees to develop innovative solutions that meet evolving customer needs. Integrity fosters a workplace culture built on honesty, transparency and accountability, while teamwork, excellence and passion have been exemplified by Uniparts employees, exceeding expectations during challenging times.

Today, Uniparts Group stands as a testament to the collective efforts of its thousands of employees, who demonstrate immense passion in building a company that serves its customers and ultimately improves the lives of end consumers, making them safer and more convenient. With an inspiring history and a commitment to hard work, Uniparts looks forward to the future with optimism, embracing the opportunities that lie ahead in its ongoing journey.



**8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).**

The highest authority responsible for implementation and oversight of the Business Responsibility policy(ies) are Mr. Gurdeep Soni, the Chairman & Managing Director and Mr. Jyotbir Singh Sethi, the Country Head – India.

**9. Does the Entity have a specified Committee of the Board/Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.**

Yes. Uniparts prioritises responsible business practices through a multi-layered oversight structure. The empowered CSR Committee actively monitors the company's performance in this area. Senior management conducts regular reviews to ensure adherence to these standards. Additionally, the Board of Directors perform a yearly assessment of Uniparts' business responsibility efforts. Furthermore, social performance falls under the direct purview of senior management. Finally, the Risk Management Committee plays a crucial role by identifying and regularly reviewing potential risks, ensuring a proactive approach to responsible business practices.

**10. Details of Review of National Guidelines on Responsible Business Conduct (NGRBC) by the Company:**

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency: Annually (A) / Half yearly (H) / Quarterly (Q) / Any other – please specify								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies & follow up action	Business responsibility policies of the Company are reviewed periodically or on a need basis by Senior Management or Department Heads.																	
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	The Company is compliant with all applicable laws that pertain to its operations.																	

**11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.**

P1	P2	P3	P4	P5	P6	P7	P8	P9
No	No	No	No	No	No	No	No	No
The policies of the Company are reviewed on a need basis by Directors and Senior Management/ Department Heads. Independent assessment of the working of the policies have not been carried out.								

**12. If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated**

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The Entity does not consider the Principles material to its business (Yes/No)	Not Applicable								
The Entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The Entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									

## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorised as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.



### PRINCIPLE 1

**BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE**

#### Essential Indicators

#### 1. Percentage coverage by training and awareness programs on any of the principles during the financial year

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	5	Corporate Governance, Code of Conduct, POSH Awareness, Regulatory and Non-regulatory Compliances, Effectiveness of Internal Control, Investors Relations, Corporate Social Responsibility, and other Business & Financial matters	100%
Key Managerial Personnel	5	Corporate Governance, Code of Conduct, POSH Awareness, Regulatory and Non-regulatory Compliances, Effectiveness of Internal Control, Investors Relations, Corporate Social Responsibility, Leadership Development Program, Leadership Coaching Program and other Business & Financial matters.	100%
Employees other than BOD and KMPs	37	<ol style="list-style-type: none"> <li>1 Leadership Essentials for High Performing Managers</li> <li>2 Posh Awareness and Training Program</li> <li>3 Eight Discipline Problem Solving</li> <li>4 The Art of Professional Communication</li> <li>5 Emotional Intelligence &amp; Conflict Management</li> <li>6 Value Stream Mapping</li> <li>7 Group Level PFMEA - 1,2,3</li> <li>8 Essentials of Sustainable Packaging</li> <li>9 CII Benchmarking Program</li> <li>10 Qlik Sense &amp; N Printing Plan</li> <li>11 Continuous Quality Improvement</li> <li>12 Robotic Manufacturing Process Automation in Industry 4.0</li> <li>13 Cyber Security Program</li> <li>14 Daily Work Management</li> <li>15 Lean Manufacturing and Understanding of DMAIC</li> <li>16 Constructive Feedback,</li> <li>17 Developing Emotional Intelligence &amp; Interpersonal Skills,</li> </ol>	83%

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
		18 HIRA (Hazardous Identification & Risk Assessment) & Environmental Aspect / Impact 19 Technical Discussion on 3M Abrasive 20 Sudarshan Kriya 21 MDP on - Leadership Essentials for Managerial Effectiveness 22 8D- Problem Solving 23 Training on CODE OF CONDUCT	
Workers	16	Workers are being briefed on the POSH awareness, Transparency, Core Values, Grievance Handling process and reporting in case of any issues	100%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	1	Central Goods and Service Tax, Audit Commissionerate, Noida	39,607	It was pertaining to demand raised during GST Audit for FY 2020-21, 2021-22 & 2022-23.	No
Settlement			NIL		
Compounding Fee			NIL		

Non-Monetary				
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment			NIL	
Punishment			NIL	

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of regulatory/ enforcement agencies/ judicial institutions
Not appeal/revision has been preferred by the Company in the said matter	Not Applicable

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

The policy on these matters is outlined within the company's code of conduct, which can be accessed on its website: <https://www.unipartsgroup.com/pdfs/cg-coc.pdf>. The company maintains strict guidelines regarding anti-corruption and anti-bribery practices, adhering steadfastly to the highest moral and ethical principles. Any form of bribery or corruption is categorically unacceptable within the organisation.



5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2023-24	FY 2022-23
Directors	NIL	NIL
KMPs	NIL	NIL
Employees	NIL	NIL
Workers	NIL	NIL

6. Details of complaints with regard to conflict of interest:

	FY 2023-24		FY 2022-23	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of interest of Directors	NIL	NIL	NIL	NIL
Number of complaints received in relation to issues of Conflict of interest of KMPs	NIL	NIL	NIL	NIL

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

NIL

8. Number of days of accounts payables ((Accounts payable \*365) / Cost of goods/services procured) in the following format:

	FY 2023-24	FY 2022-23
No. of days of accounts payable	56.06	35.54

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2023-24	FY 2022-23
Concentration of Purchases	a. Purchases from trading houses as % of total purchases.	7.73%	5.67%
	b. Number of trading houses where purchases are made from	78	82
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	85.53%	83.53%
Concentration of sales	a. Sales to dealers / distributors as % of total sales	NIL	NIL
	b. Number of dealers / distributors to whom sales are made	NIL	NIL
	c. Sales to top 10 dealers/distributors as % of total sales to dealers / distributors	NIL	NIL
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	1.88%	1.66%
	b. Sales (Sales to related parties / Total Sales)	48.25%	45.25%
	c. Loans & advances(Loans & advances given to related parties / Total loans & advances)	99.0%	80.34%
	d. Investments(Investments in related parties / Total Investments made)	25.31%	76.07%



## PRINCIPLE 2

**BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE**

### Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	Current Financial Year	Previous Financial Year	Details of improvements in environmental and social impacts
R&D	Not Applicable	Not Applicable	Our investments in research and development prioritise meeting customer needs while aligning with prevailing industry trends. Our R&D efforts encompass a variety of initiatives, many of which are spurred by customer demand for products that contribute positively to environmental and/or social causes. However, we currently lack a centralised tracking system specifically dedicated to monitoring environmental and social impact activities.
Capex	37%	0.07%	Energy saving, emission reduction, water conservation etc.

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)  
No, presently the Company does not have procedures in place for sustainable sourcing  
b. If yes, what percentage of inputs were sourced sustainably?  
Not applicable.
3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.  
Currently no such processes are in place.
4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.  
No, EPR is not applicable to the entity.



### PRINCIPLE 3

**BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS**

#### Essential Indicators

##### 1. a. Details of measures for the well-being of employees:

Category	% Of employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
<b>Permanent employees</b>											
Male	523	523	100%	523	100%	0	0%	523	100%	523	100%
Female	18	18	100%	18	100%	18	100%	0	0%	18	100%
Total	541	541	100%	541	100%	18	3.33%	523	96.67%	541	100%
<b>Other than Permanent employees</b>											
Male	0	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	0	0	0	0	0	0	0	0	0	0	0

##### b. Details of measures for the well-being of workers:

Category	% Of workers covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
<b>Permanent worker</b>											
Male	1181	1181	100%	1181	100%	0	0%	1181	100%	1181	100%
Female	6	6	100%	6	100%	6	100%	0	0%	6	100%
Total	1187	1187	100%	1187	100%	6	0.51%	1181	99.49%	1187	100%
<b>Other than Permanent worker*</b>											
Male	1057	1057	100%	1057	100%	0	0%	1057	100%	1057	100%
Female	117	117	100%	117	100%	117	100%	0	0%	117	100%
Total	1174	1174	100%	1174	100%	117	9.97%	1057	90.03%	1174	100%

**\*Note:** All other than permanent workers are covered under Employees States Insurance Corporation scheme and Group Personal Accidental insurance wherever applicable.

##### c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –

	FY 2023-24	FY 2022-23
Cost incurred on well-being measures as a % of total revenue of the company	0.27%	0.25%

##### 2. Details of retirement benefits, for Current and Previous Financial Year.

Benefits	FY 2023-24			FY 2022-23		
	No. of employees covered as % of total employees	No. of workers covered as % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as % of total employees	No. of workers covered as % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	100	Yes	100	100	Yes
Gratuity	100	100	Yes	100	100	Yes
ESI	100	100	Yes	100	100	Yes
Others - please specify	0	0	0	0	0	0

### 3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Our commitment to inclusion extends to creating a physically accessible workplace with the necessary support for differently-abled employees. We actively work to improve overall working conditions to ensure everyone thrives in the company.

### 4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Uniparts is committed to fostering a diverse and inclusive workplace. Our 'Employment Standard' policy prohibits discrimination based on factors like race, religion, gender, age, or disability. The policy is available at all our premises.

### 5. Return to work and Retention rates of permanent employees and workers that took parental leave

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	100%	100%
Female	0%	0%	0%	0%
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

### 6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.

	Yes/No (If yes, then give details of the mechanism in brief)
Permanent Workers	Yes, Uniparts has an Employee Grievance Redressal Policy in place, offering a structured mechanism for employees to voice and resolve grievances. This policy delineates a clear process for employees to follow when lodging their complaints.
Other than Permanent Workers	No
Permanent Employees	Yes, Uniparts has an Employee Grievance Redressal Policy in place, offering a structured mechanism for employees to voice and resolve grievances. This policy delineates a clear process for employees to follow when lodging their complaints.
Other than Permanent Employees	NA

### 7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2023-24			FY 2022-23		
	Total employees/workers in respective category (A)	No. of employees/workers in respective category, who are part of association(s) or Union(B)	% (B/A)	Total employees/workers in respective category (C)	No. of employees/workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees	541	-	-	-	-	-
Male	523	-	0%	542	-	0%
Female	18	-	0%	19	-	0%
Total Permanent Workers	1187	-	-	-	-	-
Male	1181	-	0%	1254	-	0%
Female	6	-	0%	5	-	0%

## 8. Details of training given to employees and workers:

Category	FY 2023-24					FY 2022-23				
	Total (A)	On Health & Safety Measures		On Skill Upgradation		Total (D)	On Health & Safety Measures		On Skill Upgradation	
		Number (B)	% (B/A)	Number (C)	% (C/A)		Number (E)	% (E/D)	Number (F)	% (F/D)
<b>Employees</b>										
Male	523	408	78.01%	8	1.53%	542	313	57.75%	406	74.91%
Female	18	16	88.89%	0	0%	19	16	84.21%	15	78.95%
Total	541	424	78.37%	8	1.48%	561	329	58.65%	421	75.04%
<b>Workers*</b>										
Male	1181	1181	100%	1120	95%	1249	1249	100%	1201	95.77%
Female	6	2	33.33%	2	33%	5	2	40%	1	20%
Total	1187	1183	99.66%	1122	95%	1254	1251	99.76%	1202	95.85%

\*Other than permanent workers have not been tracked under this point. Hence, only permanent workers have been considered.

## 9. Details of performance and career development reviews of employees and worker:

Benefits	FY 2023-24			FY 2022-23		
	Total (A)	No.(B)	% (B/A)	Total (C)	No.(D)	% (D/C)
<b>Employees</b>						
Male	523	470	89.87%	542	512	94.46%
Female	18	17	94.44%	19	17	89.47%
Total	541	487	90.02%	561	529	94.30%
<b>Workers*</b>						
Male	1181	1181	100%	1249	1249	100%
Female	6	6	100%	5	5	100%
Total	1187	1187	100%	1254	1254	100%

\*Other than permanent workers have not been tracked under this point. Hence, only permanent workers have been considered.

## 10. Health and safety management system:

### a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage of such system?

Yes, all the employees are covered under health and safety management system.

### b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The Company conducts Workplace Safety Audit on quarterly basis to identify work-related hazards and assess risks on a routine and non-routine basis by the entity.

### c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Yes/No)

Yes, Uniparts has introduced a suggestion box in all its unit locations, enabling every employee and worker to share suggestions and feedback, thereby promoting ongoing enhancements in the company's operations.

### d. Do the Employees/ Worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes, our company provides medical and healthcare services catering to employees and workers, encompassing non-work-related health issues.

**11. Details of safety related incidents, in the following format:**

Safety Incident/Number	Category*	FY 2023-24	FY 2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0.38	0.21
Total Recordable work - related injuries	Employees	0	0
	Workers	3	22
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill health (excluding fatalities)	Employees	0	0
	Workers	0	0

\*Including in the contract workforce

**12. Describe the measures taken by the entity to ensure a safe and healthy workplace.**

Uniparts leverages a robust CAPA system (Corrective and Preventive Action system) to proactively address issues and prevent future problems. This includes meticulous execution of corrective actions, closing out suggestions, and implementing recommendations. Regular risk assessments, incident reporting and employee training form the foundation of this system, ensuring continuous improvement and a focus on preventing similar issues.

**13. Number of Complaints on the following made by employees and workers:**

Category	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Working Conditions	0	0	NA	2	1	Illumination work is pending relating to office infrastructure.
Health & Safety	0	0	NA	0	0	-

**14. Assessments for the year:**

	% Of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.**

There were no such observations and suggestion for corrective actions.



## PRINCIPLE 4

### BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

#### Essential Indicators

#### 1. Describe the processes for identifying key stakeholder groups of the entity.

Our company has undertaken a thorough materiality assessment, which involved identifying and evaluating critical stakeholder groups within the organisation. Our goal is to generate value for all stakeholders and maintain consistent interaction with them.

Through our analysis, we've identified several key stakeholder groups:

- Shareholders: They hold significant importance for our company. We keep them updated on our business activities, financial status and noteworthy advancements.
- Customers: We highly esteem our customers and endeavor to fulfill their needs and expectations by delivering top-notch products and services. Engaging with them allows us to grasp their feedback and enhance our offerings.
- Employees: Our workforce constitutes a crucial component of our organisation, and we are dedicated to ensuring a secure and gratifying workplace environment for them. We attentively listen to their input and strive to address any concerns they may have.
- Community: Recognising the significance of our local community, we aim to be a responsible corporate entity. We actively engage with the community to comprehend their needs and issues, working towards making a positive difference.
- Suppliers: Our suppliers play a vital role in our supply chain and we maintain close collaboration with them to meet our business requirements while upholding ethical standards.

By identifying and engaging with these key stakeholder groups, we enhance our understanding of their needs and challenges, thus advancing our ability to create value for all stakeholders involved.

#### 2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Others	Frequency of engagement (Annually/ Half/ yearly/ Quarterly/ others - please specify)	Purpose and scope of engagement including key topics and concerns raised during engagement
Employees	No	Internal web portal, employee newsletters, posters and notice boards training and awareness	Weekly, daily	Safety, professional growth and well-being of employees,
Customers	No	Meetings, events, technology shows, online portals, website	Weekly, daily	Current and future business management, sustainable improvements
Community	No	CSR report, local community engagements via events, meetings, charities, open days	Monthly	Identifying and addressing needs and vulnerabilities if any



Stakeholder Group	Whether identified as Vulnerable & Marginalised Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Others	Frequency of engagement (Annually/ Half/ yearly/ Quarterly/ others - please specify)	Purpose and scope of engagement including key topics and concerns raised during engagement
Investors/ Shareholders	No	As Needed: E-mail advisories, facility visits, in person meetings, investor conferences, conference calls	Quarterly: Financial statements, earnings call, exchange notifications.	<ul style="list-style-type: none"><li>• Educating the investor community about company's integrated value creation model and business strategy for the long term.</li><li>• Helping investors voice their concerns regarding company policies, reporting, strategy, etc.</li><li>• Understanding shareholder expectations</li></ul>
Suppliers	No	Meetings, events, online portals, website	Weekly, Daily	Social and governance





## PRINCIPLE 5

### BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

#### Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. of Employees / Workers Covered (B)	% (B/A)	Total (C)	No. of Employees / Workers Covered (D)	% (D/C)
<b>Employees</b>						
Permanent	541	530	97.97%	561	544	96.97%
Other than Permanent	0	-	-	0	-	-
Total Employees	541	530	97.97%	561	544	96.97%
<b>Workers</b>						
Permanent	1187	1150	96.88%	1259	1234	98.01%
Other than Permanent	1174	1158	98.64%	1474	1326	89.96%
Total Workers	2361	2308	97.76%	2733	2560	93.67%

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2023-24					FY 2022-23				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage	
		Number (B)	% (B/A)	Number (C)	% (C/A)		Number (E)	% (E/D)	Number (F)	% (F/D)
<b>Employees</b>										
<b>Permanent</b>										
Male	523	-	0%	523	100%	542	-	0%	542	100%
Female	18	-	0%	18	100%	19	3	16%	16	84%
<b>Other Than Permanent</b>										
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
<b>Workers</b>										
<b>Permanent</b>										
Male	1181	-	0%	1181	100%	1254	-	0%	1254	100%
Female	6	-	0%	6	100%	5	-	0%	5	100%
<b>Other Than Permanent</b>										
Male	1057	399	37.75%	758	71.71%	1368	780	57.02%	588	42.98%
Female	117	49	41.88%	68	58.12%	106	98	92.45%	8	7.55%

### 3. Details of remuneration/salary/wages

#### a. Median remuneration/ wages:

	Male		Female	
	Number	Median remuneration/ salary/wages of respective category	Number	Median remuneration/ salary/wages of respective category
Board of Directors (BOD)*	7	-	2	-
Key Managerial Personnel	3	1,82,00,000	-	-
Employees other than BOD and KMP	520	6,33,129	18	5,03,292
Workers**	1181	2,95,525	6	2,80,180

\*Note: The Non-Executive Independent Directors are being paid sitting fees as per provisions of the Companies Act, 2013. However, Mr. Gurdeep Soni, Chairman and Managing Director, Mr. Paramjit Singh Soni, Vice-Chairman & Executive Director and Mr. Herbert Coenen, Non-Executive Director has been paid remuneration from wholly owned subsidiaries of the Company.

Further, Ms. Celine George was appointed as an Independent Director with effect from November 09, 2023. Mr. Parmmeet Singh Kalra was appointed as an Independent Director with effect from February 08, 2024. Mr. Sharat Krishan Mathur ceased to be Independent Director of the Company due to completion of his tenure on March 31, 2024.

\*\*Note: Other than permanent workers have not been tracked under this point. Hence, permanent workers have been considered.

#### b. Gross wages paid to females as % of total wages paid by the entity in the following format:

	FY 2023-24	FY 2022-23
Gross wages paid to females as % of total wages.	3.36 %	2.85 %

#### 4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes.

#### 5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Uniparts has Employee Grievance Redressal Policy that provides a mechanism for employees to raise and address grievances in which it outlines a defined process that employees can follow to lodge their complaints.

#### 6. Number of Complaints on the following made by employees and workers:

Category	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Sexual harassment	0	0	NIL	0	0	NIL
Discrimination at workplace	0	0	NIL	0	0	NIL
Child labour	0	0	NIL	0	0	NIL
Forced Labour/ Involuntary Labour	0	0	NIL	0	0	NIL
Wages	0	0	NIL	0	0	NIL
Other human rights related issues	0	0	NIL	0	0	NIL

**7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

	FY 2023-24	FY 2022-23
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	NIL	NIL
Complaints on POSH as a % of female employees / workers	NIL	NIL
Complaints on POSH upheld	NIL	NIL

**8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

As per our POSH (Prevention of Sexual Harassment) policy, we maintain strict confidentiality of the complainant's name, and it is our moral responsibility not to disclose the identity of the individual.

**9. Do human rights requirements form part of your business agreements and contracts? (Yes / No)**

Yes.

**10. Assessments for the year:**

	% Of offices that were assessed (by entity or statutory authorities or third parties)
Child labour	NIL
Forced/involuntary labour	NIL
Sexual harassment	NIL
Discrimination at workplace	NIL
Wages	NIL
Others - please specify	NIL

**11. Provide details of any corrective actions taken or underway to address significant risks /concerns arising from the assessments at Question 10 above.**

NA



## PRINCIPLE 6

### BUSINESS SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

#### Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2023-24	FY 2022-23
<b>From renewable sources</b>		
Total electricity consumption (A)	Nil	Nil
Total fuel consumption (B)	Nil	Nil
Energy consumption through other sources (C)	Nil	Nil
Total energy consumed from renewable sources (A+B+C)	Nil	Nil
<b>From non-renewable sources</b>		
Total electricity consumption (D) (GJ)	92,745.26	1,02,169.47
Total fuel consumption (E) (GJ)	86,090.04	1,15,266.67
Energy consumption through other sources (F)	0	0
<b>Total energy consumed from non-renewable sources (D+E+F) (GJ)</b>	<b>1,78,835.30</b>	<b>2,17,436.14</b>
<b>Total energy consumed (A+B+C+D+E+F) (GJ)</b>	<b>1,78,835.30</b>	<b>2,17,436.14</b>
<b>Energy intensity per rupee of turnover</b> (Total energy consumed / Revenue from operations) (GJ/INR)	0.00002538	0.00002340
<b>Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total energy consumed / Revenue from operations adjusted for PPP) (GJ/INR adjusted for PPP)	0.00051316	0.00047314
<b>Energy intensity in terms of physical output (GJ/MT of sold product)</b>	6.10	5.49
<b>Energy intensity (optional) – the relevant metric may be selected by the entity (GJ/MT of raw material processed)</b>	4.70	4.36

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

No

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2023-24	FY 2022-23
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	0	0
(ii) Groundwater	62,141	39.23
(iii) Third party water	87,979	103.08
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
<b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>	<b>1,50,120</b>	<b>142.31</b>
<b>Total volume of water consumption (in kilolitres)</b>	<b>1,15,548</b>	<b>142.31</b>
<b>Water intensity per rupee of turnover</b> (Total water consumption/ Revenue from operations) (KI/INR)	0.000016398	0.000000015

Parameter	FY 2023-24	FY 2022-23
<b>Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total water consumption / Revenue from operations adjusted for PPP) (Kl/INR adjusted for PPP)	0.000331559	0.000000310
<b>Water intensity in terms of physical output</b> (Kl/MT of sold product)	3.93976	0.00359
<b>Water intensity (optional)</b> - the relevant metric may be selected by the entity (Kl/MT of raw material processed)	3.03652	0.00285

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

4. Provide the following details related to water discharged.

Parameter	FY 2023-24	FY 2022-23
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
<b>(i) To Surface water</b>		
- No treatment	-	-
- With treatment, please specify level of treatment	-	-
<b>(ii) To Groundwater</b>		
- No treatment	-	-
- With treatment, please specify level of treatment	-	-
<b>(iii) To Seawater</b>		
- No treatment	-	-
- With treatment, please specify level of treatment	-	-
<b>(iv) Sent to third parties</b>		
- No treatment	-	-
- With treatment, please specify level of treatment	-	-
<b>(v) Others</b>		
- No treatment	-	-
- With treatment, please specify level of treatment	34,572	-
<b>Total water discharged in kilolitres</b>	<b>34,572</b>	<b>-</b>

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No.

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Uniparts has implemented Zero Liquid Discharge (ZLD) mechanism at one of its plants out of a total of four plants.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2023-24	FY 2022-23
NOx	mg/Nm <sup>3</sup>	31	23
SOx	mg/Nm <sup>3</sup>	22	16
Particulate matter (PM)	mg/Nm <sup>3</sup>	64	69
Persistent organic pollutants (POP)	-	-	-
Volatile organic Compounds (VOC)	-	-	-
Hazardous air Pollutants (HAP)	-	-	-
Others - please specify	-	-	-

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

**7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & intensity, in the following format:**

Parameter	Please specify units	FY 2023-24	FY 2022-23
Total Scope 1 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	MT CO <sub>2</sub> e	6,186.27	7,990.39
Total Scope 2 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	MT CO <sub>2</sub> e	18,446.00	20,150.09
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	MT CO <sub>2</sub> e/INR	0.00000350	0.00000303
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	MT CO <sub>2</sub> e/INR adjusted for PPP	0.0000707	0.0000612
Total Scope 1 and Scope 2 emission intensity in terms of physical output	MT CO <sub>2</sub> e/MT of sold product	0.84	0.71
Total Scope 1 and Scope 2 emission intensity (optional) - the relevant metric may be selected by the entity	MT CO <sub>2</sub> e/MT of raw material processed	0.65	0.56

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

No

**8. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.**

Yes. In FY 2023-24 the company installed rooftop solar at its Visakhapatnam facility with 1.0 MWp planned capacity. This is expected to contribute meaningfully in terms of positive environmental as well as financial impact. Company is also in the process of exploring sourcing open access solar energy for its Noida manufacturing facility. In year FY22-23 Company replaced Oil Fired Furnaces with Induction Heaters that are environment friendly and do not produce any flue gases and correspondingly upgraded few of our Diesel Gensets with cleaner fuel - PNG Operated Gensets. We continue to optimise utilisation of natural lights through Day-Light sheets across our Plants.

**9. Provide details related to waste management by the entity, in the following format:**

Parameter	FY 2023-24	FY 2022-23
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste (A)	90.91	104.56
E-waste (B)	0.28	7.95
Bio-medical waste (C)	0.04	0
Construction and demolition Waste (D)	0	0
Battery waste (E)	0	0
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any (G)	146.56	64.09
ETP Sludge	54.28	17.22
Paint & Other Sludge	69.83	41.89
Used Oil / Waste Oil / Thinner etc.	15.44	4.98
Empty Barrel & Containers	5.26	0
Bottom Deposits in Electroplating Plant	1.75	0
Non-Hazardous waste. Please specify, if any. (H) (Break-up by composition i.e. by materials relevant to the sector) (H)	0	0
<b>Total (A + B + C + D + E + F + G + H)</b>	<b>237.78</b>	<b>176.6</b>
<b>Waste intensity per rupee of turnover</b> (Total waste generated / Revenue from operations) (MT/INR)	0.000000034	0.000000019

Parameter	FY 2023-24	FY 2022-23
<b>Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total waste generated / Revenue from operations adjusted for PPP) (MT/INR adjusted for PPP)	0.00000068	0.00000038
<b>Waste intensity in terms of physical output</b> (MT of waste generated/MT of sold product)	0.0081	0.0045
<b>Waste intensity (optional)</b> – the relevant metric may be selected by the entity (MT of waste generated/MT of raw material processed)	0.0062	0.0035
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
<b>Category of Waste</b>		
(i) Recycled	0	0
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
<b>Total</b>	<b>0.00</b>	<b>0.00</b>
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
<b>Category of Waste</b>		
(i) Incineration	69.83	41.89
(ii) Landfilling	54.28	17.22
(iii) Other disposal operations	0	0
<b>Total</b>	<b>124.11</b>	<b>59.11</b>

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

**10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

Uniparts has implemented waste management practices to reduce the usage of hazardous and toxic chemicals by following these measures:

**Storage:**

- ETP sludge/paint sludge is filled in leak-proof HDPE (High Density Polyethylene) bags that are labelled and stored in an impervious leachate-proof room.
- Used oil and waste are stored in barrels that are clearly labelled and kept under cover.

**Treatment:**

- ETP sludge and paint sludge are routed through an authorised treatment storage disposal facility. Specifically, ETP sludge is securely landfilled at the TSFD site in adherence to all applicable regulations and standards.
- Waste oil, used oil and waste batteries are periodically sold to CPCB-approved waste recyclers. This approach ensures that these materials are effectively managed and recycled in a safe, responsible, and sustainable manner.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Sr. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval/clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
We don't have operations in ecologically sensitive areas			

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
No					

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Yes, the Company is compliant with the applicable environmental laws/ regulations/ guidelines in India.

Sr. No.	Specify the law/regulation guidelines which was not complied with	Provide details of the non-compliance	Any fines/ penalties/ action taken by regulatory agencies such as pollution control boards or by courts.	Corrective action taken if any
Not Applicable				





## PRINCIPLE 7

**BUSINESS, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT**

### Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations.

8

- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

Sr. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Engineering Export Promotion Council (EEPC)	National
2	Federation of Indian Export Organisation (FIEO)	National
3	Confederation of Indian Industries (CII)	National
4	Export Promotion Council for EOUs & SEZs	National
5	Chamber of Industrial & Commercial Undertakings (CICU)	State
6	Federation of Industrial & Commercial Organisation (FICO)	State
7	Ludhiana Management Association	State
8	Entrepreneurs' Collective Association	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
NIL		



## PRINCIPLE 8

### BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

#### Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web Link
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No SIA projects were undertaken by the entity in the current financial year

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

Sr. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% Of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
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NIL

3. Describe the mechanisms to receive and redress grievances of the community.

Member(s) of community can approach the Unit Head or HR lead of the respective location

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023-24	FY 2022-23
Directly sourced from MSMEs/ small producers	52.95%	48.56%
Directly from within India	97.42%	97.88%

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	FY 2023-24	FY 2022-23
Rural	NIL	NIL
Semi-urban	NIL	NIL
Urban	39.74%	38.22%
Metropolitan	60.26%	61.78%

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)



## PRINCIPLE 9

### BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

#### Essential Indicators

#### 1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback

The company has implemented an effective mechanism for addressing customer complaints. The number of customer complaints against the company for product defects or deficiencies is insignificant in relation to the annual sales volume.

#### 2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	0%
Safe and responsible usage	0%
Recycling and/or safe disposal	0%

#### 3. Number of consumer complaints in respect of the following:

	FY 2023-24		Remarks	FY 2022-23		Remarks
	Received during the year	Pending resolution at the end of year		Received during the year	Pending resolution at the end of year	
Data privacy	0	0	NIL	0	0	NIL
Advertising	0	0	NIL	0	0	NIL
Cyber-security	0	0	NIL	0	0	NIL
Delivery of Essential Services	0	0	NIL	0	0	NIL
Restrictive Trade Practices	0	0	NIL	0	0	NIL
Unfair Trade Practices	0	0	NIL	0	0	NIL
Other	0	0	NIL	0	0	NIL

#### 4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for Recall
Voluntary recalls	NIL	NA
Forced recalls	NIL	NA

#### 5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/ No) If available, provide a web-link of the policy.

Yes. While Uniparts does have a data privacy policy, the same is not accessible on the company's official website.

#### 6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

Not applicable, as there were no such complaints.

#### 7. Provide the following information relating to data breaches:

- Number of instances of data breaches: Nil
- Percentage of data breaches involving personally identifiable information of customers: Nil
- Impact, if any, of the data breaches: Nil



# Standalone Financial Statements

# Independent Auditor's Report

To,  
The Members of  
**Uniparts India Limited**

## Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the accompanying standalone financial statements of Uniparts India Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, notes to financial statements and a summary of the accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis of Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section

of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context. We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

## Description of Key Audit Matter

### a. Revenue recognition - See note 2.6 and note 21 to the standalone financial statements

Key Audit Matter	How the matter was addressed in our audit
<p>The Company has revenue from multiple locations geographically spread across India.</p> <p>Revenue is recognised based on the accounting policies disclosed in the note 2.6 to the financial statements</p>	<p>Our audit procedures included but not limited to:</p> <ul style="list-style-type: none"> <li>- We obtained inco-terms and confirmed our understanding of the Company's sales process from initiation to collection of receivables, including design and implementation of controls and tested the operating effectiveness of these controls.</li> </ul>
<p>Revenue from the sale of goods is recognized at the moment when customer obtains control of the goods at different point in time based delivery terms. Accordingly, the Group satisfies its performance obligation at the time of dispatch of goods from factory/ stockyard/ storage area/ port as the case may be; and is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts, claims paid and volume rebates.</p> <p>Revenue is presented net of Goods and Service Tax, wherever applicable. The company uses a variety of shipment terms with customers across its operating markets which has an impact on the timing of revenue recognition. Given the nature of industry in which the company operates and given the fact that the company's ascertainment of timing of revenue recognition, is a key audit consideration for sales transactions occurring at or near to the year end.</p> <p>Refer note No. 2.6 and note 21 of the Standalone Financial Statements.</p>	<ul style="list-style-type: none"> <li>- We read and understood the Company's accounting policy for recognition of revenue for each stream as per "Ind AS 115".</li> <li>- We performed transactions testing based on a representative sampling of the sales orders to assess revenue recognition and recognition of trade receivables including transactions occurring at or near the year end.</li> <li>- We performed cut off testing for sales made near the reporting date and tested whether the revenue was recognised in the appropriate period by testing shipping records and sales invoices for sample transactions and tested the management assessment involved in this process, wherever applicable.</li> <li>- Performed reconciliation of revenue with GST returns filed with the Government.</li> </ul>

### b. Trade Receivables - See note 9, note 42, note 43 and note 44 to the standalone financial statements

Key Audit Matter	How the matter was addressed in our audit
<p>Refer to note 9 on trade receivables and note 42 for hedging, note 43 the related risks such as credit risk and note 44 for disclosures on fair value of the trade receivables. The Company's major revenue arises from sales provided to manufacturers of OEM and other customers in domestic and overseas markets including group companies. The trade receivables are typically unsecured. The collectability of trade receivables is a key element of the Company's working capital management. In events or changes in circumstances indicating individual or class of trade receivables is required to be reviewed on qualitative aspects, necessary provision are made.</p>	<p>Our audit procedures included but not limited to:</p> <p>We assessed the Company's processes and controls relating to the monitoring of trade receivables and considered ageing to identify collection risks. We assessed management's assumptions used to calculate the impairment loss on trade receivables, through analyses of ageing of receivables, assessment of significant overdue trade receivables. We assessed the adequacy of the disclosures on the trade receivables, hedging, the related risks such as credit risk and disclosures on fair value of the trade receivables in note 9, note 42, note 43 and note 44.</p>

## Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Management's Responsibility for the Standalone Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis

of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to

modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone Financial Statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

## Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 1(i) (vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report

are in agreement with the relevant books of account.

- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- f) with respect to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 1(b) above on reporting under Section 143(3)(b) of the Act and paragraph 1(i) (vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- g) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operative effectiveness of the Company's internal financial controls over financial reporting.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements. (Refer Note 32 to the standalone financial statements).
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.



- iii. There has been no delay in transferring the amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv) (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company; or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party; or
  - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures as considered reasonable and appropriate that the representations under sub-clause (iv) (a) and (iv) (b) contain any material mis-statement.
- v) The dividend declared or paid during the year by the Company is in compliance with Section 123 of the Act.

The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act.

- vi) The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April, 2023:

Based on our examination which included test checks, the Company, in respect of financial year commencing on April 1, 2023, has used an accounting software for maintaining its books of account which has feature of recording audit trail (edit log) and the same has operated throughout the year for all relevant transactions recorded in the software except that audit trail feature was not enabled at the database level of accounting software to log any direct data changes. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with on accounting software where this feature is enabled.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, thus reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For S.C.Varma and Co.**

Chartered Accountants  
Firm Registration No: 000533N

**(S.C. Varma)**

Partner  
M. No.: 011450  
UDIN:24011450BJZWKR9505

Place: New Delhi  
Date : 28<sup>th</sup> May 2024



## Annexure - A to the Independent Auditors' Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Uniparts India Limited of even date)

### Report on the Internal Financial Controls over financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls over financial reporting of Uniparts India Limited ("the Company") as at 31<sup>st</sup> March, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial

controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting of the Company.

#### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2024, based on the criteria for internal

financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### For S.C.Varma and Co.

Chartered Accountants

Firm Registration No: 000533N

### (S.C. Varma)

Partner

M. No.: 011450

UDIN: 24011450BJZWKR9505

Place: New Delhi

Date : 28<sup>th</sup> May 2024



## Annexure - B to the Independent Auditors' Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Uniparts India Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we report that:

i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:

(a) (1) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right of use assets.

(2) The Company has maintained proper records showing full particulars of Intangible assets.

(b) The Company has a regular programme of physical verification of its Property, Plant and Equipment and right of use assets by which Property, Plant and Equipment and right of use assets are verified in a phased manner over a period of three to five years. In accordance with this programme certain Property, Plant and Equipment were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) According to the information and explanation given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.

In respect of immovable properties been taken on lease and disclosed as property, plant

and equipment in the standalone financial statements, the lease agreements are in the name of the Company.

(d) The Company has not revalued any of its Property, Plant and Equipment (including right of-use assets) and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. (a) The inventory has been physically verified at the end of the year by the management. In our opinion, the coverage, frequency and procedure of such physical verification is appropriate. No discrepancies exceeding of 10% or more in the aggregate for each class of inventory were noticed during such physical verification.

(b) The company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. The quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company.

iii. During the year, the company has made investments in, provided guarantee or security or granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties as per details given below :-

(a) During the year, the Company has provided guarantee and granted unsecured short term loan to its wholly owned subsidiaries in the nature of loan as per detail given below:

### To Subsidiaries

Sl. No.	Nature	Name of subsidiary	Aggregate amount during the year	Balance outstanding as on 31.03.2024
1.	Guarantee	Gripwel Fasteners Pvt Ltd	22,50,00,000	-
2.	Guarantee	Gripwel Conag Pvt Ltd	30,00,00,000	10,00,00,000
3.	Unsecured Term Loan	Gripwel Conag Pvt Ltd	22,52,00,000	18,32,00,000

- (b) The terms and conditions of the grant of loan and guarantee in the nature of loans and guarantees provided are not prejudicial to the interest of the Company.
- (c) The company has granted loan to its one of the subsidiaries as per details given above. In respect of the loan, the schedule of repayment of principal and payment of interest has been stipulated and the receipts are regular.
- (d) As per the agreement, the borrower is entitled to repay the loan at any time before the tenure of the loan and however interest has been paid on quarterly basis in the line of agreement. Accordingly, there are no overdue amounts of more than ninety days. Accordingly, paragraph 3(iii)(d) of the order is not applicable.
- (e) As per the agreement, the borrower is entitled to repay the loan at any time before the tenure of the loan and however interest has been paid on quarterly basis in the line of agreement. The loan granted was not fallen due during the financial year. Accordingly, paragraph 3(iii)(e) of the Order is not applicable to the Company.
- (f) According to the information and explanation given to us, the Company has granted loans in the nature of loans which repayable within its tenure. Accordingly, paragraph 3(iii)(f) of the Order is not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the provisions of sec. 185 and 186 of the Companies Act, 2013 have been complied with in respect of loans given, investments made, guarantees and securities provided.
- v. The Company has not accepted any deposits or amount which are deemed to be deposits within the meaning of directives issued by the Reserve Bank of India, provisions of Section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed there under and therefore provisions of clause 3(v) of the Order are not applicable to the Company.
- vi. We have broadly reviewed the cost records maintained by the company pursuant to the Companies (Cost Accounting Records) Rules, 2014 prescribed by the Central Government under section 148(1) of the Act and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate and complete.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, goods and service tax, duty of customs, cess, sales tax, service tax and value added tax and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, goods and service tax, duty of customs, cess, sales tax, service tax and value added tax and other material statutory dues were in arrears as at 31<sup>st</sup> March, 2024 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no material dues of duty of customs which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax, goods and service tax, sales tax, service tax and value added tax have not been deposited by the Company on accounts of disputes:

Name of the statute	Nature of dues	Amount (in Lakh)	Period to which the amount relates	Forum where dispute is pending
GST Act, 2017	IGST	2.87*	F.Y.2023-24	Appeal to Appellate Authority
GST Act, 2017	IGST	1.54	F.Y.2019-20	Astt. Commissioner of GST
GST Act, 2017	CGST and SGST	0.2*	F.Y.2019-20	Astt. Commissioner of GST
UP VAT Act, 2005	VAT	1.33	F.Y. 2017-18	Dy. Commissioner of VAT
UP VAT Act, 2005	VAT	2.39	F.Y. 2016-17	Dy. Commissioner of VAT
UP VAT Act, 2005	VAT	2.74*	F.Y. 2015-16	Dy. Commissioner of VAT
UP VAT Act, 2005	VAT	3.87*	F.Y. 2014-15	Dy. Commissioner of VAT
UP VAT Act, 2005	VAT	3.99*	F.Y. 2013-14	Dy. Commissioner of VAT
UP VAT Act, 2005	VAT	7.38*	F.Y. 2012-13	Dy. Commissioner of VAT
UP VAT Act, 2005	VAT	1.62*	F.Y. 2011-12	Dy. Commissioner of VAT

Name of the statute	Nature of dues	Amount (in Lakh)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	1033.42	A.Y. 2022-23	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	23.29	A.Y. 2021-22	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	1.62	A.Y. 2010-11	Commissioner of Income Tax (Appeals)
Custom Act, 1962	Excise Duty	50.54*	F.Y. 2022-23	Asstt. Commissioner of Custom & Excise
Central Excise Act, 1944	Excise Duty	0.24*	F.Y. 2012-13	Asstt. Commissioner of Central Excise
Central Excise Act, 1944	Excise Duty	0.25*	F.Y. 2011-12	Asstt. Commissioner of Central Excise
Central Excise Act, 1944	Excise Duty	0.08*	F.Y. 2010-11	Asstt. Commissioner of Central Excise
Central Excise Act, 1944	Excise Duty	0.13*	F.Y. 2009-10	Asstt. Commissioner of Central Excise
Central Excise Act, 1944	Excise Duty	1.42*	F.Y. 2004-09	Asstt. Commissioner of Central Excise

\*deposited under protest.

- viii. Accordingly to the information and explanations given to us and on the basis of examination of the records of the Company, the company has no transactions, not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) In our opinion the company has not defaulted in repayment of loans and other borrowings or in payment of interest thereon to any lender during the year.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no unutilized term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries and hence reporting on clause 3(ix)(e) of the Order is not applicable.
- (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) on its' account during the year. Hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) According to information and explanations given to us, the Company has not received any whistle blower complaints during the year.
- xii. According to the information and explanation given to us, the company is not a "Nidhi Company". Accordingly, paragraph (xii) of the Order is not applicable to the company.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with

respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

- xiv (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. According to the information and explanation given to us and based on our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of Section 135 of the Act. This matter has been disclosed in note 38 to the standalone financial statements.
- (b) All amounts that are unspent under sub section (5) of Section 135 of Companies Act, pursuant to any ongoing project, has been transferred to special account in compliance of with provisions of sub section (6) of Section 135 of the said Act. This matter has been disclosed in note 38 to the standalone financial statements.
- xxi. There are no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements, Accordingly, reporting under clause 3(xxi) of the Order is not applicable for the year.

**For S.C.Varma and Co.**

Chartered Accountants  
Firm Registration No: 000533N

**(S.C. Varma)**

Partner  
M. No.: 011450  
UDIN: 24011450BJZWKR9505

Place: New Delhi  
Date : 28<sup>th</sup> May 2024



## Balance Sheet as at 31 March 2024

(INR in millions)

	Notes	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	3	1,515.73	1,614.70
Right-of-Use Assets	3	346.51	383.15
Capital work-in-progress	3	43.91	32.90
Intangible assets	3	12.70	14.72
Intangible assets under development	3	-	1.41
Financial assets			
Investments	4	508.85	508.76
Other financial assets	5	46.23	44.53
Income tax assets (Net)		71.07	58.11
Other non-current assets	6	13.08	15.74
<b>Total non-current assets</b>		<b>2,558.08</b>	<b>2,674.02</b>
<b>CURRENT ASSETS</b>			
Inventories	7	1,503.72	1,533.02
Financial assets			
Investments	8	1,501.52	160.07
Trade receivables	9	1,115.20	1,289.37
Cash and cash equivalents	10	78.99	284.98
Other balances with banks	10	1.47	0.33
Derivative instruments		10.68	-
Loans	11	185.05	18.67
Other financial assets	5	31.62	33.16
Other current assets	6	210.97	152.76
<b>Total current assets</b>		<b>4,639.22</b>	<b>3,472.36</b>
<b>Total Assets</b>		<b>7,197.30</b>	<b>6,146.38</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity share capital	12	451.34	446.20
Other equity	13	5,112.95	4,540.34
<b>Total equity</b>		<b>5,564.29</b>	<b>4,986.54</b>
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
Financial liabilities			
Lease liabilities	15	81.07	112.25
Provisions	16	123.31	127.37
Deferred tax liabilities (Net)	17	58.42	65.70
Other liabilities	18	1.57	2.10
<b>Total non-current liabilities</b>		<b>264.37</b>	<b>307.42</b>
<b>CURRENT LIABILITIES</b>			
Financial liabilities			
Borrowings	14	495.71	-
Lease liabilities	15	30.88	27.59
Derivative instruments		-	14.66
Trade payables due to:	19		
Micro enterprises and small enterprises		112.54	261.72
Other than micro enterprises and small enterprises		536.74	291.78
Other financial liabilities	20	1.47	76.38
Other liabilities	18	150.84	140.28
Provisions	16	40.46	38.00
Current tax payable		-	2.01
<b>Total current liabilities</b>		<b>1,368.64</b>	<b>852.42</b>
<b>Total equity and liabilities</b>		<b>7,197.30</b>	<b>6,146.38</b>
Summary of accounting policies	1 & 2		
See accompanying Notes to the Financial Statements			

As per our report of even date attached.

For **S.C. VARMA AND CO.**

Chartered Accountants  
Firm Regn. No.000533N

For and on behalf of the Board of Directors

**Uniparts India Limited**

**S.C. Varma**

Partner, Membership No.011450

**Gurdeep Soni**

(Chairman & Managing Director)  
[DIN: 00011478]

**Sanjeev Kumar Chanana**

(Independent Director)  
[DIN: 00112424]

Date : 28 May 2024

Place : New Delhi

**Rohit Maheshwari**

(Chief Financial Officer)  
[FCA: 093127]

**Jatin Mahajan**

(Company Secretary)  
[FCS: 6887]



## Statement of Profit and Loss for the year ended 31 March 2024

(INR in millions)

	Notes	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
<b>INCOME</b>			
Revenue from operations	21	7,046.65	9,292.36
Other income	22	922.97	483.22
<b>Total Income</b>		<b>7,969.62</b>	<b>9,775.58</b>
<b>EXPENSES</b>			
Cost of materials consumed	23	2,950.28	3,879.55
Changes in inventories of finished goods, work-in-progress and scrap	24	41.62	56.11
Employee benefits expense	25	1,299.36	1,312.54
Finance costs	26	20.17	31.84
Depreciation and amortization expenses	27	273.83	260.53
Other expenses	28	1,766.11	2,384.26
<b>Total expenses</b>		<b>6,351.37</b>	<b>7,924.83</b>
<b>Profit before tax</b>		<b>1,618.25</b>	<b>1,850.75</b>
<b>TAX EXPENSES</b>			
Current tax	29	221.44	369.55
Earlier years tax		0.98	(1.78)
Deferred tax		(18.23)	(12.27)
<b>Total tax expenses</b>		<b>204.19</b>	<b>355.50</b>
<b>Profit for the year</b>		<b>1,414.06</b>	<b>1,495.25</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
Items that will not be reclassified to Profit or Loss:			
Re-measurement gains / (losses) of defined benefit plans		11.04	12.69
Income tax effect		(2.78)	(3.19)
		8.26	9.50
Items that will be reclassified to Profit or Loss:			
Effective portion of cash flow hedge		25.35	(33.58)
Income tax effect		(6.38)	8.45
Net gain on FVTOCI debt instruments		7.14	-
Income tax effect		(1.80)	-
		24.31	(25.13)
<b>Total other comprehensive income/(loss) for the year (net of tax)</b>		<b>32.57</b>	<b>(15.63)</b>
<b>Total comprehensive income for the year</b>		<b>1,446.63</b>	<b>1,479.62</b>
<b>EARNINGS PER EQUITY SHARE OF FACE VALUE OF ₹ 10 EACH</b>			
Basic (In ₹)	30	31.91	33.81
Diluted (In ₹)		31.33	33.13
Summary of accounting policies	1 & 2		
See accompanying Notes to the Financial Statements			

As per our report of even date attached.

**For S.C. VARMA AND CO.**

Chartered Accountants  
Firm Regn. No.000533N

For and on behalf of the Board of Directors

**Uniparts India Limited**

**S.C. Varma**

Partner, Membership No.011450

**Gurdeep Soni**

(Chairman & Managing  
Director)  
[DIN: 00011478]

**Sanjeev Kumar Chanana**

(Independent Director)  
[DIN: 00112424]

**Rohit Maheshwari**

(Chief Financial Officer)  
[FCA: 093127]

**Jatin Mahajan**

(Company Secretary)  
[FCS: 6887]

Date : 28 May 2024

Place : New Delhi



## Statement of Cash Flow For the year ended 31<sup>st</sup> March, 2024

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Profit before tax	1,618.25	1,850.75
<b>Adjustments for:</b>		
Depreciation and amortization expenses	273.83	260.53
Interest expenses	9.54	22.65
Interest income	(32.54)	(10.47)
Expense on employee stock option scheme	1.59	2.12
Amount received from Uniparts Employees Stock Option Plan (ESOP) Trust	32.13	9.26
Dividend income	(0.18)	(457.27)
Loss on investment in subsidiary	-	3.60
(Profit) / Loss on sale of property, plant and equipment	0.67	1.32
Net gain arising on financial assets measured at FVTPL	(8.20)	-
Unrealised foreign exchange (gain)/ loss	3.11	11.71
<b>Operating Profit Before Working Capital Changes</b>	<b>1,898.20</b>	<b>1,694.20</b>
<b>Adjustments For Changes In Working Capital :</b>		
(Increase)/decrease in loans	(166.38)	(15.77)
(Increase)/decrease in other financial assets (non-current)	(1.70)	(2.95)
(Increase)/decrease in other non-current assets	2.66	(9.45)
(Increase)/decrease in inventories	29.30	16.11
(Increase)/decrease in trade receivables	171.06	305.91
(Increase)/decrease in other financial assets (current)	1.54	(32.38)
(Increase)/decrease in current tax assets (net)	(12.94)	25.28
(Increase)/decrease in other current assets	(58.22)	72.56
Increase/(decrease) in provisions (non-current)	6.97	10.85
Increase/(decrease) in other non-current liabilities	(0.53)	(0.39)
Increase/(decrease) in trade payables	95.77	(135.63)
Increase/(decrease) in other financial liabilities	(74.90)	76.38
Increase/(decrease) in other current liabilities	10.56	(91.64)
Increase/(decrease) in provisions (current)	2.46	4.80
<b>Cash generated from/(used in) operations</b>	<b>1,903.85</b>	<b>1,917.88</b>
Income tax paid / (refunds)	224.43	390.66
<b>Net cash flow from/ (used in) operating activities (A)</b>	<b>1,679.42</b>	<b>1,527.22</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Payments for purchase of property, plant and equipment and capital work in progress	(150.71)	(136.24)
Payments for purchase of intangible assets	(5.20)	(1.48)
Proceeds from sale of property, plant and equipment	8.97	9.55
Interest received	32.54	10.47
Dividend received	0.18	457.27
Sale / (Purchase) of current investments (net)	(1,326.11)	(160.07)
Liquidation in equity shares of Subsidiary	-	49.69
Investment in equity shares of Subsidiary	-	(25.00)
<b>Net cash flow from/ (used in) investing activities (B)</b>	<b>(1,440.33)</b>	<b>204.19</b>

## Statement of Cash Flow

For the year ended 31<sup>st</sup> March, 2024

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds/(repayment) from/of short term borrowings	495.71	(912.54)
Payment of Lease Liabilities	(27.42)	(27.35)
Interest paid	(9.54)	(22.65)
Payment of dividend on equity shares	(902.69)	(534.85)
<b>Net cash flow from/ (used in) financing activities (C)</b>	<b>(443.94)</b>	<b>(1,497.39)</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>(204.85)</b>	<b>234.02</b>
<b>Opening balance of cash and cash equivalents</b>	<b>285.31</b>	<b>51.28</b>
<b>Closing balance of cash and cash equivalents [Refer Note 9]</b>	<b>80.46</b>	<b>285.31</b>
<b>Cash and cash equivalents comprises :</b>		
Cash in hand	0.68	0.65
Balances with banks	78.31	284.33
Other bank balances	1.47	0.33

The above Statement of Cash Flows has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7) - "Statement of Cash Flows"

As per our report of even date attached.

**For S.C. VARMA AND CO.**

Chartered Accountants

Firm Regn. No.000533N

For and on behalf of the Board of Directors

**Uniparts India Limited**

**S.C. Varma**

Partner, Membership No.011450

**Gurdeep Soni**

(Chairman & Managing  
Director)

[DIN: 00011478]

**Sanjeev Kumar Chanana**

(Independent Director)

[DIN: 00112424]

Date : 28 May 2024

Place : New Delhi

**Rohit Maheshwari**

(Chief Financial Officer)

[FCA: 093127]

**Jatin Mahajan**

(Company Secretary)

[FCS: 6887]



## Statement of Changes in Equity For the year ended 31<sup>st</sup> March, 2024

### A. EQUITY SHARE CAPITAL

(INR in millions)

	Amount
Balance at 1 <sup>st</sup> April, 2022	451.34
Change during the year 1 <sup>st</sup> April 2022 to 31 <sup>st</sup> March, 2023	-
Balance at 1 <sup>st</sup> April, 2023	451.34
Change during the year 1 <sup>st</sup> April 2023 to 31 <sup>st</sup> March, 2024	-
<b>Balance at 31<sup>st</sup> March, 2024</b>	<b>451.34</b>

### B. OTHER EQUITY

(INR in millions)

Particulars	Reserves and Surplus				Items of other comprehensive income		
	Security premium	Retained earnings	Special Economic Zone re-investment reserve	Employees Stock Options Outstanding	Effective portion of cash flow hedge	Debt Instrument	Total
Balance as at 1 <sup>st</sup> April, 2023	883.27	3,690.40	-	6.07	(12.41)	-	4,567.33
Profit for the year	-	1,414.06	-	-	-	-	1,414.06
Other comprehensive income for the year	-	8.26	-	-	18.97	5.34	32.57
Total comprehensive income for the year	883.27	5,112.72	-	6.07	6.56	5.34	6,013.96
Payment of dividend on equity shares	-	(902.69)	-	-	-	-	(902.69)
Amount reconginsed during the year	5.41	-	-	(5.41)	-	-	-
ESOP Compensation during the year	-	-	-	1.68	-	-	1.68
Amount recoverable from Uniparts Employees Stock Option	888.68	4,210.03	-	2.34	6.56	5.34	5,112.95
Balance as at 31 <sup>st</sup> March, 2024	<b>888.68</b>	<b>4,210.03</b>	<b>-</b>	<b>2.34</b>	<b>6.56</b>	<b>5.34</b>	<b>5,112.95</b>

## Statement of Changes in Equity

For the year ended 31<sup>st</sup> March, 2024

(INR in millions)

Particulars	Reserves and Surplus				Items of other comprehensive income		
	Security premium	Retained earnings	Special Economic Zone re-investment reserve	Employees Stock Options Outstanding	Effective portion of cash flow hedge	Debt Instrument	Total
<b>Balance as at 1<sup>st</sup> April, 2022</b>	845.99	2,690.50	30.00	40.52	12.72		3619.73
Profit for the year	-	1,495.25	-	-	-		1495.25
Other comprehensive income for the year	-	9.50	-	-	(25.13)		(15.63)
Total comprehensive income for the year	845.99	4,195.25	30.00	40.52	(12.41)		5099.35
Payment of dividend on equity shares	-	(534.85)	-	-	-		(534.85)
Transfer to Special Economic Zone re-investment reserve	-	30.00	-	-	-		30
Transfer to the surplus/(deficit) in the statement of profit and loss	-	-	(30.00)	-	-		(30)
Amount recongnised during the year	37.28	-	-	(37.28)	-		-
ESOP Compensation during the year	-	-	-	2.83	-		2.83
	883.27	3,690.40	-	6.07	(12.41)		4567.33
Amount recoverable from Uniparts Employees Stock Option	(26.99)	-	-	-	-		(26.99)
<b>Balance as at 31<sup>st</sup> March, 2023</b>	<b>856.28</b>	<b>3,690.40</b>	<b>-</b>	<b>6.07</b>	<b>(12.41)</b>	<b>-</b>	<b>4,540.34</b>

As per our report of even date attached.

**For S.C. VARMA AND CO.**

Chartered Accountants  
Firm Regn. No.000533N

For and on behalf of the Board of Directors

**Uniparts India Limited**

**S.C. Varma**

Partner, Membership No.011450

**Gurdeep Soni**

(Chairman & Managing Director)

[DIN: 00011478]

**Sanjeev Kumar Chanana**

(Independent Director)

[DIN: 00112424]

Date : 28 May 2024

Place : New Delhi

**Rohit Maheshwari**

(Chief Financial Officer)

[FCA: 093127]

**Jatin Mahajan**

(Company Secretary)

[FCS: 6887]



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### 1) Corporate Information

Uniparts India Limited ("the Company") is a Company (limited by shares) incorporated under the provisions of Companies Act, 1956. The Company is domiciled in India having its registered office at Gripwel House, Block-5, C6 & 7, Vasant Kunj, New Delhi 110070, India. The Company is engaged into manufacturing having facilities at Noida, Ludhiana and Vizag locations. The company is engaged into manufacturing, sales and export of linkage parts and components for Off - Highway Vehicles.

The Company caters to both the domestic and international markets. The Company's CIN is L74899DL1994PLC061753.

### 2) Material Accounting Policies:

#### 2.1) Basis of Preparation

These financial statements of the Company are prepared on an accrual basis under historical cost convention except for certain financial instruments which are measured at fair value. These financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 ("The Act") and other relevant provisions of the Act, as applicable.

The Company's financial statements are presented in Indian Rupees (₹), which is also its functional currency and all values are rounded to the nearest millions ( ` 0,00,000), except when otherwise indicated.

#### 2.2) Current versus non-current classification

The assets and liabilities are presented as current or non-current in the balance sheet by the company.

An asset is treated as current when it is expected that it will be realised or intended to be sold or consumed in normal operating cycle, it is held primarily for trading purposes, it is expected to be realised within twelve months after the reporting period or cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are treated as non-current in the balance sheet.

A liability is treated as current when it is expected to be settled in normal operating cycle if it is held primarily for the purpose of trading, it is due to be settled within twelve months after the end of the reporting period or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The company classifies all other liabilities as non-current in the balance sheet. The company identifies its operating cycle as twelve months.

Deferred tax asset and liabilities are classified as non-current assets and liabilities in the balance sheet.

#### 2.3) Critical Accounting Judgments & key sources of Estimation uncertainties

The following are the critical judgments and the key estimates concerning the future that management has made in the process of applying the Company's accounting policies and these may have the most significant effect on the amounts recognized in the financial statements or have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. The estimates and associated assumptions are based on historical experiences and other factors that are considered to be relevant. These estimates and underlying assumptions are reviewed on an ongoing basis. Revision of accounting estimates are recognised in the period in which the estimates are revised if the revision affects only that period or in the period of the revision and future periods where revision affects both current and future periods.

##### Intangible Assets

Capitalization of cost for intangible assets and intangible assets under development is based on the management judgment that technological and economic feasibility is confirmed and assets under development will generate economic benefits in future. Based on the evaluation carried out, the company's management has determined that there are no factors which indicate that those assets have suffered any impairment loss.

##### Useful life of depreciable Assets

Management reviews the useful life of depreciable assets at each reporting date. As at March 31, 2024 management assessed that the useful life represents the expected utility of the assets by the company. Further there is no significant change in useful life as compared to the previous year.

## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### Impairment of non-financial assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exist, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Unit's (CGU) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. In determining the fair value less costs to disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

Intangible assets under development are tested for impairment annually. Impairment losses including impairment on inventories are recognised in the statement of profit and loss.

### Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

### Defined benefit plans

The cost of the defined benefit gratuity plan, other post-employment plans and the present value of the gratuity obligation is determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at interval in response to demographic changes.

### Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

### Income tax and deferred tax

Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

## 2.4) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### Initial Recognition and measurement

On initial recognition, all the financial assets and liabilities are recognized at their fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability.

All financial liabilities are recognised initially at fair value and, in the case of loans, borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### Subsequent measurement

#### (i) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The trade & other receivables, after initial measurement are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss.

#### (ii) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets included within the FVTOCI are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the company recognizes interest income, impairment losses, reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

#### (iii) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories is subsequently measured at fair value through profit or loss.

#### (iv) Financial liabilities

**a)** The financial liabilities are subsequently carried at amortized cost using the effective interest rate method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short-term maturity of these instruments. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

**b)** Loans and borrowings is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. In the calculation of amortised cost, discount or premium on acquisition and fees or costs that are an integral part of the EIR are taken into account. This category generally applies to borrowings.

### Fair value measurement of financial instruments

The fair value of financial instruments is determined using the valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Based on the three level fair value hierarchy, the methods used to determine the fair value of financial assets and liabilities include quoted market price, discounted cash flow analysis and valuation certified by the external valuer.

In case of financial instruments where the carrying amount approximates fair value due to the short maturity of those instruments, carrying amount is considered as fair value.

### Derecognition of financial instrument

A financial asset is derecognized when the contractual rights to the cash flows from the financial asset expire or has transferred the financial asset and the transfer qualifies for derecognition under Ind AS 109.



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

A financial liability is derecognized when the obligation specified in the contract is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss."

### 2.5) Inventories

Inventories are valued as below:

- (i) Raw Materials, Packing Materials and Consumable Stores & Spares are valued at cost computed on FIFO method.
- (ii) Work-in-progress are valued at materials cost plus appropriate share of labour and production overheads incurred till the stage of completion of production.
- (iii) Finished Goods/Traded Goods are valued at lower of the cost or net realizable value.
- (iv) Scrap is valued at net realizable value calculated based on last month's average realization.

### 2.6) Revenue Recognition

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue is presented net of Goods and Service Tax, wherever applicable. However, Goods & Service Tax (GST) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, these are excluded from revenue.

The specific recognition criteria as described below must also be met before revenue is recognised.

#### Sale of goods

Revenue is recognised when the customer obtains control of the goods. The customer obtains control of goods at the different point in time based on the delivery terms. Accordingly, entity satisfies its performance obligation at the time of dispatch of goods from the factory/stockyard/storage area/port as the case may be and accordingly revenue is recognised. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

The determination of transaction price, its allocation to promised goods and allocation of discount or variable compensation (if any) is done based on the contract with the customers.

The incremental costs that the entity incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained are recognised as an asset if its recovery is expected and its amortisation period is more than one year, all other such costs are recognised as an expense in statement of profit and loss. The incremental cost recognised as an asset is amortised over the period till when such cost is expected to be recovered. Amount so recovered is recognised as revenue in statement of profit and loss. "

#### Export incentives

Revenue from export incentives are accounted for on export of goods if the entitlements can be estimated with reasonable assurance and conditions precedent to claim are fulfilled.

#### Die design and preparation charges

Revenues from die design and preparation charges are recognized as per the terms of the contract as and when the significant risks and rewards of ownership of dies are transferred to the buyers.



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### Interest income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

### Dividends

Dividend income is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

### Insurance and other claims

Insurance and other claims are recognised as revenue only when it is reasonably certain that the ultimate collection will be made.

## 2.7) Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate.

Where the grant relates to an asset, it is recognized as deferred income and is allocated to statement of profit and loss over the periods and in the proportions in which depreciation on those assets is charged.

## 2.8) Property, Plant & Equipment

### Tangible Assets

Depreciation on tangible assets is provided on the straight-line method at the rates and manner prescribed under Schedule II of the Companies Act, 2013 except in the case of Plant and Machinery where the depreciation has been provided on the basis of the useful lives of the assets estimated by the management based on internal assessment and independent technical evaluation carried out by external Chartered Engineer at the time of adoption of Companies Act, 2013. Depreciation for the assets purchased / sold during the year is proportionately charged.

The estimated useful lives are as mentioned below:

Type of Asset	Method	Useful Lives
Leasehold land	Straight Line	Over the period of lease or estimated useful life, whichever is lower.
Factory Building	Straight Line	30 Years
Furniture & Fittings	Straight Line	10 Years
Plant and Machinery	Straight Line	10 - 20 Years
Office Equipment	Straight Line	5 Years
Vehicles	Straight Line	8-10 Years
Computer	Straight Line	3-6 Years

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss account when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate."

Property, plant and equipment are stated at cost of acquisition or construction net of accumulated depreciation and impairment loss (if any). Internally manufactured property, plant and equipment are capitalized at cost, including non-creditable GST wherever applicable. All significant costs relating to the acquisition and installation of property, plant and equipment are capitalised. Such cost includes the cost of replacing part of the property,

## Notes to the Standalone Financial Statements for the year ended 31 March 2024

plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. Refer to note regarding significant accounting judgments, estimates and assumptions and provisions for further information.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised.

### 2.9) Intangible Assets

#### Recognition and initial measurement

Purchased Intangible assets are stated at cost less accumulated amortisation and impairment, if any.

#### Internally developed intangible assets

Expenditure on the research phase of projects is recognised as an expense as incurred.

Costs that are directly attributable to a project's development phase are recognised as intangible assets, provided the Company can demonstrate the following:

- the technical feasibility of completing the intangible asset so that it will be available for use.
- its intention to complete the intangible asset and use or sell it
- its ability to use or sell the intangible asset
- how the intangible asset will generate probable future economic benefits
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset.
- its ability to measure reliably the expenditure attributable to the intangible asset during its development costs not meeting these criteria for capitalisation are expensed as incurred.

Directly attributable costs include employee costs incurred on development of prototypes along with an appropriate portion of relevant overheads and borrowing costs."

### 2.10) Foreign Currency Transactions

#### Functional and presentation currency

The financial statements are presented in Indian Rupee (INR) and are rounded to two decimal places of millions, which is also the functional and presentation currency of the Company.

#### Transactions and balances

Foreign currency transactions are recorded in the functional currency, by applying to the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Foreign currency monetary items are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transactions.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the statement of profit and loss in the year in which they arise.

### 2.11) Investment in subsidiaries

The company has accounted for its investment in subsidiaries at cost less accumulated impairments, if any.



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### 2.12) Employee Benefits

#### (i) Short term employee benefits

All employee benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service, are classified as short term employee benefits, which include salaries, wages, short term compensated absences and performance incentives and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet. These are recognised as expenses in the period in which the employee renders the related service.

#### (ii) Post-employment benefits

Contributions towards Superannuation Fund, Pension Fund and government administered Provident Fund are treated as defined contribution schemes. In respect of contributions made to government administered Provident Fund, the Company has no further obligations beyond its monthly contributions. Such contributions are recognised as expense in the period in which the employee renders related service.

The cost of defined benefit such as is determined using the projected unit credit method, with actuarial valuation being carried out at each balance sheet date. Actuarial gains and losses in respect of the same are charged to the Other Comprehensive Income (OCI).

#### (iii) Other long-term benefits

All employee benefits other than post-employment benefits and termination benefits, which do not fall due wholly within twelve months after the end of the period in which the employees render the related service, including long term compensated absences, service awards, and ex-gratia, are determined based on actuarial valuation carried out at each balance sheet date. Estimated liability on account of long term employee benefits is discounted to the present value using the yield on government bonds as the discounting rate for the term of obligations as on the date of the balance sheet. Actuarial gains and losses in respect of the same are charged to the statement of profit and loss.

#### (iv) Termination benefits

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or when an employee accepts voluntary retirement in exchange of these benefits. The Company recognises termination benefits at the earlier of the following dates:

- (a) when the Company can no longer withdraw the offer of those benefits; or
- (b) when the entity recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of termination benefits. The termination benefits are measured based on the number of employees expected to accept the offer in case of voluntary retirement scheme.

### 2.13) Leases

#### (i) Determining whether a contract contains lease

At inception of a contract, the Company determines whether the contract is, or contains, a lease. The contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset or assets for a period of time in exchange for consideration, even if that right is not explicitly specified in a contract.

At inception or on reassessment of a contract that contains lease component and one or more additional lease or non-lease components, the Company separates payments and other consideration required by the contract into those for each lease component on the basis of their relative stand-alone price and those for non-lease components on the basis of their relative aggregate stand-alone price. If the Company concludes that it is impracticable to separate the payments reliably, then right-of-use asset and Lease liability are recognised at an amount equal to the present value of future lease payments; subsequently the liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the Company's incremental borrowing rate. The previous determination pursuant to Ind AS 17 and its 'Appendix C' of whether a contract is a lease has been maintained for existing contracts.

#### (ii) Company as a lessee

At inception, the Company assesses whether a contract is or contains a lease. This assessment involves the exercise of judgement about whether it depends on an identified asset, whether the Company obtains

## Notes to the Standalone Financial Statements for the year ended 31 March 2024

substantially all the economic benefits from the use of that asset, and whether the Company has the right to direct the use of that asset.

The Company has elected to separate lease and non-lease components of contracts, wherever possible.

The Company recognizes a right-of-use asset and a lease liability at the transition date/ lease commencement date. The right-of-use asset is initially measured based on the present value of future lease payments, plus initial direct costs wherever identifiable, and cost to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, and lease payments made at or before the commencement date, less any incentives received. The right-of-use asset is depreciated over the shorter of the lease term or the useful life of the underlying asset. The right-of-use asset is subject to testing for impairment if there is an indicator for impairment.

At the commencement date, Company measures the lease liability at the present value of the future lease payments that are not yet paid at that date discounted using interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company's uses its incremental borrowing rate as the discount rate. The lease liability is measured at amortised cost using the effective interest rate method. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset, if the Company changes its assessment whether it will exercise an extension or a termination option.

The Company has elected not to recognize right-of-use assets and liabilities for leases where the total lease term is less than or equal to 12 months, or for leases of low value assets. The payments for such leases are recognized in the Statement of Profit and Loss on a straight-line basis over the lease term.

### (iii) Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease. For operating leases, rental income is recognised on a straight-line basis over the term of the relevant lease."

## 2.14) Taxation

### a) Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates as per Income Tax Act, 1961 that have been enacted or substantively enacted by the end of the reporting period.

### b) Deferred Tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are recognised and carried forward only if it is probable that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted as on the balance sheet date. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax. Current and deferred tax is recognised in profit and loss, except to the extent that it relates to items recognised in other comprehensive income. In this case, the tax is also recognised in other comprehensive income.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### 2.15) Employee Stock options

The company has accounted for the share based payment for employees in respect of UIL ESOP - based on the IND AS 102 "Share-based payments" and Guidance Note on "Accounting for Employees Share Based Payment" issued by ICAI ("Guidance Note"). The Company follows the Fair Market Value Method (calculated on the basis of Black-Scholes method) to account for compensation expenses arising from issuance of stock options to the employees and has recognized the services received in an equity-settled employee share-based payment plan as an expense when it receives the services, with a corresponding credit to Stock Options Outstanding Account. Further, employees compensation cost recognized earlier on grant of options is reversed in the year when the Options are surrendered by the employee.

### 2.16) Borrowings & Borrowing Costs

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the statement of profit and loss account over the period of the borrowings using the effective interest rate method. Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings, pending their expenditure on qualifying assets, is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in statement of profit and loss in the period in which they are incurred.

### 2.17) Impairment of Fixed Assets

#### Non-financial assets

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

#### Financial assets

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL.

### 2.18) Cash and Cash Equivalents

Cash and cash equivalents includes cash and cheques in hand, current accounts and fixed deposit accounts with banks with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### 2.19) Cash Flow Statement

Cash flows are reported using the indirect method, whereby a profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, financing and investing activities of the Company are segregated.

## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### 2.20) Provisions and Contingencies

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made."

### 2.21) Derivative financial instruments and hedge accounting

#### Cash Flow Hedge:

The Company enters into derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures.

The effective portion of changes in the fair value of the hedging instruments is recognized in other comprehensive income and accumulated in the cash flow hedging reserve. Such amounts are reclassified in to the statement of profit or loss when the related hedge items affect profit or loss. Any ineffective portion of changes in the fair value of the derivative or if the hedging instrument no longer meets the criteria for hedge accounting, is recognized immediately in the statement of profit and loss.

Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial instruments at fair value through profit or loss.

### 2.22) Dividend to equity holders of the Company

The Company recognises a liability to make cash or non-cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the Corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in other equity.

### 2.23) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker.

### 2.24) Earnings Per Share

Earning per share is calculated by dividing the profit attributable to owners of the company by the weighted average number of equity shares outstanding during the financial year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

## Notes to the Standalone Financial Statements For the year ended 31 March 2024

### 3. PROPERTY, PLANT & EQUIPMENT, CAPITAL WORK-IN-PROGRESS, INTANGIBLE ASSETS AND INTANGIBLE ASSETS UNDER DEVELOPMENT

(INR in millions)

Description	Gross Block		Depreciation/Amortisation and Depletion		Net Block	
	As at 1 <sup>st</sup> April 2023	As at 31 <sup>st</sup> March, 2024	As at 1 <sup>st</sup> April 2023	For the year	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
	Additions/ Adjustments	Deductions/ Adjustments	As at 1 <sup>st</sup> April 2023	For the year	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>PROPERTY, PLANT AND EQUIPMENT</b>						
<b>Own Assets:</b>						
Land	-	-	-	-	-	34.33
Buildings	0.48	-	254.71	24.28	278.99	518.78
Plant & Machinery	103.73	52.63	1,437.67	183.09	1,577.38	996.95
Furniture & fixtures	1.67	2.13	33.35	1.76	33.14	12.85
Vehicles	2.36	0.01	7.47	1.14	8.60	5.44
Office Equipments	7.61	1.82	48.57	6.43	53.07	18.22
Computers	23.85	3.09	94.97	12.31	104.35	28.13
<b>Sub total</b>	<b>139.70</b>	<b>59.68</b>	<b>1,876.54</b>	<b>229.01</b>	<b>2,055.53</b>	<b>1,614.70</b>
<b>Right-of-Use Assets:</b>						
Land	-	-	39.30	6.56	45.86	251.80
Buildings	-	-	48.52	28.23	76.55	127.04
Vehicles	-	1.49	1.41	1.39	1.77	4.31
<b>Sub total</b>	<b>-</b>	<b>1.49</b>	<b>89.03</b>	<b>36.18</b>	<b>124.18</b>	<b>383.15</b>
<b>Total (A)</b>	<b>139.70</b>	<b>61.17</b>	<b>1,965.57</b>	<b>265.19</b>	<b>2,179.71</b>	<b>1,997.85</b>
<b>INTANGIBLE ASSETS</b>						
Software	6.62	-	135.90	8.64	144.54	14.72
<b>Total (B)</b>	<b>6.62</b>	<b>-</b>	<b>135.90</b>	<b>8.64</b>	<b>144.54</b>	<b>14.72</b>
<b>Total (A+B)</b>	<b>146.32</b>	<b>61.17</b>	<b>2,101.47</b>	<b>273.83</b>	<b>2,324.25</b>	<b>2,012.57</b>
<b>Previous Year</b>	<b>218.38</b>	<b>94.19</b>	<b>1,922.18</b>	<b>260.53</b>	<b>2,101.47</b>	<b>2,067.67</b>
<b>CAPITAL WORK-IN-PROGRESS</b>						
<b>INTANGIBLE ASSETS UNDER DEVELOPMENT</b>						
					<b>43.91</b>	<b>32.90</b>
					<b>-</b>	<b>1.41</b>



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### 3.1) For Assets given as security - Refer Note 14

### 3.2) Ageing of Capital work in progress(CWIP):

As at 31<sup>st</sup> March 2024

Description	less than 1 years	1-2 years	2-3 years	More than 3 years	Total
Project in progress	43.91	-	-	-	43.91
Project temporarily suspended					
<b>Total</b>	<b>43.91</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>43.91</b>

As at 31<sup>st</sup> March 2023

Description	less than 1 years	1-2 years	2-3 years	More than 3 years	Total
Project in progress	30.77	2.14	-	-	32.90
Project temporarily suspended					
<b>Total</b>	<b>30.77</b>	<b>2.14</b>	<b>-</b>	<b>-</b>	<b>32.90</b>

### 3.3) Ageing Of Intangible Assets Under Development:

As at 31<sup>st</sup> March 2023

Description	less than 1 years	1-2 years	2-3 years	More than 3 years	Total
Project in progress	1.41	-	-	-	1.41
Project temporarily suspended					
<b>Total</b>	<b>1.41</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1.41</b>

3.4) Actual cost of capital projects in progress has not exceeded the estimated cost and the actual timelines for completion of projects has not exceeded the estimated timelines in respect of the amounts reported above, as at the end of each reporting period. Accordingly, completion schedule is not presented.

## 4. INVESTMENTS

(INR in millions)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>Non-current</b>		
<b>In Equity shares of subsidiary companies</b>		
<b>Unquoted, fully paid up</b>		
Uniparts USA Ltd. 2,000 (2,000) Common Stock of \$ 10 each	0.87	0.87
Gripwel Fasteners Pvt. Ltd. 57,59,842 (57,59,842) Equity Shares of ₹ 10 each	49.87	49.87
Uniparts India GmbH 1 (1) Equity Share of € 100,000 each	5.94	5.94
Gripwel Conag Pvt. Ltd. 55,00,000 (55,00,000) Equity Shares of ₹ 10 each	55.00	55.00
<b>In Preference shares of subsidiary companies</b>		
<b>Unquoted, fully paid up</b>		
Uniparts USA Ltd. 8,00,000 (8,00,000) Preferred Stock of \$ 10 each	392.67	392.67
<b>Total</b>	<b>504.35</b>	<b>504.35</b>
Investment in subsidiaries (for ESOP) [Refer Note 4.1]	4.51	4.42
<b>Total Investments Non-current</b>	<b>508.85</b>	<b>508.76</b>
Aggregate amount of Unquoted Investments	<b>508.85</b>	<b>508.76</b>

4.1) The amount of investment in subsidiaries for ESOP represents the current year impact on Statement of Profit & Loss account relating to ESOPs granted to the employees of subsidiaries and step-down subsidiary of the Company in accordance with IndAS 102.



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### 5. OTHER FINANCIAL ASSETS

(INR in millions)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>Non-current</b>		
Security deposits	46.20	44.50
Deposits with original maturity of more than twelve months	0.03	0.03
<b>Total</b>	<b>46.23</b>	<b>44.53</b>
<b>Current</b>		
Security deposits	30.00	30.00
Interest accrued but not due	1.62	3.16
<b>Total</b>	<b>31.62</b>	<b>33.16</b>

### 6. OTHER ASSETS

(INR in millions)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>Non-current (Unsecured, considered good)</b>		
Capital advances	13.08	15.74
<b>Total</b>	<b>13.08</b>	<b>15.74</b>
<b>Current (Unsecured, considered good)</b>		
Advances to suppliers [Refer Note 6.1]	14.36	23.94
Balance with customs, central excise, GST and state authorities	118.17	70.42
Government grant - export incentives receivable	25.17	24.08
Prepaid expenses	42.44	31.46
Advance payments, other recoverable in cash or in kind-or for value to be received	9.68	2.04
Advance rent	1.15	0.82
<b>Total</b>	<b>210.97</b>	<b>152.76</b>

6.1) No advances are due from directors or other officers of the Company, firms in which a director is a partner or private companies in which director is a director or a member either severally or jointly with any other person.

### 7. INVENTORIES

(INR in millions)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
Raw materials (including materials in transit)	292.30	295.69
Work-in-progress	513.03	560.55
Finished goods (including goods at port)	490.82	486.98
Stores and spares (Including materials in transit)	200.64	184.93
Scrap	6.93	4.87
<b>Total</b>	<b>1,503.72</b>	<b>1,533.02</b>

## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### 8. INVESTMENTS

(INR in millions)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>Current</b>		
<b>Unquoted:</b>		
<b>Mandatorily measured and carried at FVTPL</b>		
Investment in Mutual Funds	204.05	160.07
Investment in Market Linked Debentures	55.00	-
Investment in Alternative Investment Funds	397.33	-
<b>Designated and carried at FVTOCI</b>		
Investment in Debentures and Bonds	562.43	-
Investment in Commercial Papers	282.71	-
<b>Total</b>	<b>1,501.52</b>	<b>160.07</b>

Aggregate amount of unquoted investments - At cost Rs. 1472.62 millions (Previous year Rs. 160.00 millions)

### 9. TRADE RECEIVABLES

(INR in millions)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>Current (Unsecured)</b>		
Trade receivables (considered good) [Refer Note 40- Related Party Disclosure]	1,115.20	1,289.37
Credit Impaired	0.95	0.95
	<b>1,116.15</b>	<b>1,290.32</b>
<b>Impairment allowance (bad and doubtful debts)</b>		
Expected credit loss	(0.95)	(0.95)
<b>Total</b>	<b>1,115.20</b>	<b>1,289.37</b>

- 9.1) Generally payment against sale of goods become due as per payment terms, and fixed transaction price as per contracts with customers.

#### Trade Receivables ageing schedule

As at 31<sup>st</sup> March 2024

(INR in millions)

Description	Less than 6 month	6 month- 1 years	1-2 years	2-3 years	More than 3 years	Total
Outstanding for following periods from due date of payments						
(i) Undisputed Trade receivables – considered good	1,106.49	5.51	2.18	0.96	0.06	1,115.20
(ii) Disputed Trade receivables – credit impaired	-	-	-	-	0.95	0.95



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

As at 31<sup>st</sup> March 2023

(INR in millions)

Description	Less than 6 month	6 month-1 years	1-2 years	2-3 years	More than 3 years	Total
Outstanding for following periods from due date of payments						
(i) Undisputed Trade receivables – considered good	1,287.04	0.18	1.70	0.13	0.32	1,289.37
(ii) Disputed Trade receivables – credit impaired”	-	-	-	-	0.95	0.95

### 10. CASH AND CASH EQUIVALENTS

(INR in millions)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
Cash in hand	0.68	0.65
<b>Balances with banks:</b>		
In cash credit and current accounts	62.79	216.49
In IPO escrow accounts	-	66.26
Deposits with original maturity of less than three months	2.00	1.05
Remittances in transit	13.52	0.53
<b>Total</b>	<b>78.99</b>	<b>284.98</b>
<b>Other bank balances</b>		
Deposits with original maturity of less than twelve months	-	0.32
Unpaid dividend account*	1.47	0.01
<b>Total</b>	<b>1.47</b>	<b>0.33</b>

\*The Company can utilise these balances only towards settlement of unclaimed dividend.

### 11. LOANS

(INR in millions)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>Current (Unsecured, considered good)</b>		
Loans to employees	1.85	3.67
Loans to related parties [Refer Note 40- Related Party Disclosure]	183.20	15.00
<b>Total</b>	<b>185.05</b>	<b>18.67</b>

### Break up of financial assets carried at amortised cost

(INR in millions)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
Other financial assets [Refer Note 5]	77.85	77.69
Trade receivables [Refer Note 9]	1,115.20	1,289.37
Cash and cash equivalents [Refer Note 10]	78.99	284.98
Other bank balances [Refer Note 10]	1.47	0.33
Loans [Refer Note 11]	185.05	18.67
<b>Total</b>	<b>1,458.56</b>	<b>1,671.04</b>

## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### Break up of financial assets carried at fair value through OCI

(INR in millions)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
Derivative instruments	10.68	-
<b>Total</b>	<b>10.68</b>	<b>-</b>

### Break up of financial assets carried at fair value through PL

(INR in millions)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
Investments [Refer Note 8]	1,501.51	160.07
<b>Total</b>	<b>1,501.51</b>	<b>160.07</b>

## 12. SHARE CAPITAL

(INR in millions)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>AUTHORISED</b>		
6,00,00,000 (March 31, 2023 : 6,00,00,000) equity shares of ₹ 10 each	600.00	600.00
<b>ISSUED, SUBSCRIBED AND PAID-UP</b>		
4,51,33,758 (March 31, 2023 : 4,51,33,758) equity shares of ₹ 10 each fully Paid-up	451.34	451.34
Less: Amount recoverable from Uniparts Employees Stock Option Plan (ESOP) Trust	-	5.14
<b>Total</b>	<b>451.34</b>	<b>446.20</b>

### 12.1 Reconciliation of equity shares outstanding at the beginning and at the end of the reporting year:

(INR in millions)

Particulars	As at 31 <sup>st</sup> March, 2024		As at 31 <sup>st</sup> March 2023	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the year	4,51,33,758	451.34	4,51,33,758	451.34
Add: Issued during the year	-	-	-	-
At the end of the year	<b>4,51,33,758</b>	<b>451.34</b>	<b>4,51,33,758</b>	<b>451.34</b>

### 12.2 Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The shareholders of equity shares of the Company are entitled to receive dividends as and when declared by the Company and enjoy proportionate voting rights in case any resolution is put to vote. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amount, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### 12.3 Details of shareholders holding more than 5% shares:

INR in millions

Particulars	As at 31 <sup>st</sup> March, 2024		As at 31 <sup>st</sup> March 2023	
	No. of Shares	% holding in the class	No. of Shares	% holding in the class
<b>Name of the Shareholder</b>				
Gurdeep Soni	89,95,090	19.93%	89,95,090	19.93%
The Paramjit Soni 2018 CG-NG Nevada Trust (through Peak Trust Company -NV)	63,95,090	14.17%	63,95,090	14.17%
The Karan Soni 2018 CG-NG Nevada Trust (through Peak Trust Company -NV)	41,00,000	9.08%	41,00,000	9.08%
The Meher Soni 2018 CG-NG Nevada Trust (through Peak Trust Company -NV)	41,00,000	9.08%	41,00,000	9.08%
<b>Equity Shares at the end of the year</b>	<b>2,35,90,180</b>	<b>52.27%</b>	<b>2,35,90,180</b>	<b>52.27%</b>

### 12.4 Details of equity share held by promoters / promoter group

INR in millions

Particulars	As at 31 <sup>st</sup> March, 2024		As at 31 <sup>st</sup> March 2023		% Change in the year
	No. of Shares	% holding in the class	No. of Shares	% holding in the class	
Gurdeep Soni	89,95,090	19.93%	89,95,090	19.93%	-
Paramjit Singh Soni	2,00,000	0.44%	2,00,000	0.44%	-
Pamela Soni	8,00,000	1.77%	8,00,000	1.77%	-
Angad Soni	20,00,000	4.43%	20,00,000	4.43%	-
Arjun Soni	20,00,000	4.43%	20,00,000	4.43%	-
Tanya Kohli	10,00,000	2.22%	10,00,000	2.22%	-
The Paramjit Soni 2018 CG-NG Nevada Trust (through Peak Trust Company -NV)	63,95,090	14.17%	63,95,090	14.17%	-
The Karan Soni 2018 CG-NG Nevada Trust (through Peak Trust Company -NV)	41,00,000	9.08%	41,00,000	9.08%	-
The Meher Soni 2018 CG-NG Nevada Trust (through Peak Trust Company -NV)	41,00,000	9.08%	41,00,000	9.08%	-
Jaswinder Singh Bhogal	44,450	0.10%	1,02,948	0.23%	-0.13%

## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### 13. OTHER EQUITY

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>SECURITIES PREMIUM [Refer note 13.1]</b>		
As per last Balance Sheet	883.27	845.99
Add: Amount recognised during the year	5.41	37.28
	<b>888.68</b>	<b>883.27</b>
Less: Amount recoverable from Uniparts Employees Stock Option Plan (ESOP) Trust	-	26.99
	<b>888.68</b>	<b>856.28</b>
<b>EMPLOYEES STOCK OPTIONS OUTSTANDING [Refer note 13.2]</b>		
As per last Balance Sheet	6.07	40.52
Add: Compensation for the year [Refer Note 25]	1.68	2.83
Less: Transfer to Securities premium	5.41	37.28
	<b>2.34</b>	<b>6.07</b>
<b>CASH FLOW HEDGE RESERVE</b>		
As per last Balance Sheet	(12.41)	12.72
Add: Arising during the year	18.97	(25.13)
	<b>6.56</b>	<b>(12.41)</b>
<b>SPECIAL ECONOMIC ZONE RE-INVESTMENT RESERVE</b>		
Balance at the beginning	-	30.00
Less: Transferred to the surplus/(deficit) in the statement of Profit and Loss	-	30.00
	-	-
<b>DEBT INSTRUMENTS THROUGH OTHER COMPREHENSIVE INCOME</b>		
Add: Arising during the year	5.34	-
	<b>5.34</b>	-
<b>SURPLUS/(DEFICIT) IN THE STATEMENT OF PROFIT AND LOSS [Refer note 13.3]</b>		
As per last Balance Sheet	3,690.40	2,690.50
Add: Profit for the year	1,414.06	1,495.25
Add: Transfer from Special Economic Zone re-investment reserve	-	30.00
<b>Add: Other Comprehensive Income:</b>		
Re-measurement of defined benefit obligations (net of tax)	8.26	9.50
	<b>5,112.72</b>	<b>4,225.25</b>
<b>Less: Appropriations</b>		
Payment of dividend on equity shares	902.69	534.85
	<b>902.69</b>	<b>534.85</b>
	<b>4,210.03</b>	<b>3,690.40</b>
<b>Total</b>	<b>5,112.95</b>	<b>4,540.34</b>



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### 13 (a) Distribution made and proposed to be made

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>Cash dividends on equity shares declared and paid:</b>		
<b>Interim dividend</b>		
For the year ended on March 31, 2023 Rs. 6.00 per share (March 31, 2022 : Rs. 3.60 per share)	270.80	162.48
For the year ended on March 31, 2024 Rs. 14.00 per share (March 31, 2023 : ₹ 8.25 per share)	631.89	372.37
	<b>902.69</b>	<b>534.85</b>
<b>Proposed dividend on equity shares :</b>		
<b>Interim Dividend</b>		
For the year ended on March 31, 2024 Rs. Nil per share (March 31, 2023 : ₹ 6.00 per share)	-	270.80
<b>Total Dividend</b>	<b>-</b>	<b>270.80</b>

- 13.1** Securities premium account is used to record the premium on issue of equity shares. The same is utilised in accordance with the provisions of The Companies Act, 2013
- 13.2** The employees stock option outstanding account represents the fair value of stock options granted by the Company over the vesting period. The reserve will be utilised on exercise of the options by the employees.
- 13.3** Retained earnings is to be utilised for General purpose.

### 14. BORROWINGS

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
Current borrowings		
Rupee loans		
Preshipment packing credit (secured) [Refer note 14.1 ]	495.71	-
<b>Total</b>	<b>495.71</b>	<b>-</b>

#### 14.1 Working capital loans

Above loan is secured against (i) First pari passu charge on all existing and future current assets and moveable fixed assets, and (ii) Equitable mortgage by way of first pari passu charge over the land and building situated at B208, A1&2, Phase II, Noida, UP.

##### Rate of Interest

# Ranges from 5.57% ~ 5.97%

- 14.2** The monthly returns/statements of current assets filed by the Company with banks or financial institutions in relation to secured borrowings wherever applicable, are in agreement with the books of accounts and there are no material differences required to be reported in respect of all the years referred above.

#### Disclosure as required by Ind AS 7 - "Cash Flow Statements" - change in liabilities arising from financing activities:-

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Opening balance	139.84	973.74
<b>Non cash movement</b>		
Interest Cost	9.54	22.65
<b>Cash movement</b>		
Net short term Borrowing	495.71	(912.08)
Lease Liabilities payment	(27.42)	(27.34)



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Interest Payment	(9.54)	(22.65)
Others	(0.48)	105.52
<b>Closing balance</b>	<b>607.66</b>	<b>139.84</b>

### 15. LEASE LIABILITIES

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>Non-current</b>		
Lease liabilities	81.07	112.25
<b>Total</b>	<b>81.07</b>	<b>112.25</b>
<b>Current</b>		
Lease liabilities	30.88	27.59
<b>Total</b>	<b>30.88</b>	<b>27.59</b>

### 16. PROVISIONS

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>Non-current</b>		
Provision for gratuity [Refer Note 34]	103.86	108.75
Provision for leave entitlement [Refer Note 34]	19.45	18.62
<b>Total</b>	<b>123.31</b>	<b>127.37</b>
<b>Current</b>		
Provision for gratuity[Refer Note 34]	31.66	30.99
Provision for leave entitlement [Refer Note 34]	8.80	7.01
<b>Total</b>	<b>40.46</b>	<b>38.00</b>

### 17. DEFERRED TAX LIABILITIES (NET)

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
Deferred tax assets	69.39	76.81
Deferred tax liabilities	127.81	142.51
<b>Total</b>	<b>58.42</b>	<b>65.70</b>

### Financial period 2023-24

(INR in millions)

	As at 31 <sup>st</sup> March 2023	Recognised in Profit and Loss account	Recognised in Other Comprehensive Income	As at 31 <sup>st</sup> March 2024
<b>Deferred tax assets</b>				
Expenses deductible in future years	41.62	2.37	(2.78)	41.22
Lease Liabilities	35.19	(7.02)	-	28.17
	<b>76.81</b>	<b>(4.65)</b>	<b>(2.78)</b>	<b>69.39</b>
<b>Deferred tax liabilities</b>				
Property, Plant and Equipment and Intangible Assets	146.20	(24.94)	-	121.26
Fair valuation of Cash Flow Hedges	(3.69)	-	6.38	2.69
Investment in Short term fund	0.00	2.06	-	2.06



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### Financial period 2023-24

(INR in millions)

	As at 31 <sup>st</sup> March 2023	Recognised in Profit and Loss account	Recognised in Other Comprehensive Income	As at 31 <sup>st</sup> March 2024
Net gain on FVTOCI debt instruments	0.00	-	1.80	1.80
	142.51	(22.88)	8.18	127.81
<b>Total</b>	<b>65.70</b>	<b>(18.23)</b>	<b>10.96</b>	<b>58.42</b>

### Financial year 2022-23

(INR in millions)

	As at 31 <sup>st</sup> March 2022	Recognised in Profit and Loss account	Recognised in Other Comprehensive Income	As at 31 <sup>st</sup> March 2023
<b>Deferred tax assets</b>				
Expenses deductible in future years	46.95	(2.14)	(3.19)	41.62
Lease Liabilities	15.52	19.68	-	35.19
	<b>62.47</b>	<b>17.54</b>	<b>(3.19)</b>	<b>76.81</b>
<b>Deferred tax liabilities</b>				
Property, Plant and Equipment and Intangible Assets	140.93	5.27	-	146.20
Fair valuation of cash flow hedges	4.76	-	(8.45)	(3.69)
	145.69	5.27	(8.45)	142.51
<b>Total</b>	<b>83.22</b>	<b>(12.27)</b>	<b>(5.26)</b>	<b>65.70</b>

## 18. OTHER LIABILITIES

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>Non-current</b>		
Deferred government grant [Refer Note 18.1]	1.57	2.10
<b>Total</b>	<b>1.57</b>	<b>2.10</b>
<b>Current</b>		
Trade deposits and advances [Refer Note 18.2]	3.27	1.80
Provision for expenses	42.55	39.73
Employee benefits payable	81.78	74.72
Statutory dues payable	22.85	23.77
Deferred government grant [Refer Note 18.1]	0.39	0.26
<b>Total</b>	<b>150.84</b>	<b>140.28</b>

**18.1** Government grants include grants and subsidies for investments in fixed assets. There are no unfulfilled conditions or contingencies attached to these grants.

**18.2** Recognised as revenue upon satisfaction of performance obligation in immediate next reporting period.

## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### 19. TRADE PAYABLES DUE TO

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
Micro enterprises and small enterprise [Refer Note 37]	112.54	261.72
Other than micro enterprises and small enterprise *	536.74	291.78
<b>Total</b>	<b>649.28</b>	<b>553.50</b>

\*includes acceptances / arrangements where operational suppliers of goods and services are initially paid by banks while the Company continues to recognise the liability till settlement with the banks.

#### As at 31<sup>st</sup> March 2024

##### Trade Payable ageing schedule

(INR in millions)

Particulars	less than 1 years	1-2 years	2-3 years	More than 3 years	Total
(i) Micro enterprises and small enterprise	112.54	-	-	-	112.54
(ii) Other than micro enterprises and small enterprise	536.01	0.05	0.11	0.57	536.74

#### As at 31<sup>st</sup> March 2023

##### Trade Payable ageing schedule

(INR in millions)

Particulars	less than 1 years	1-2 years	2-3 years	More than 3 years	Total
(i) Micro and small enterprise	261.72	-	-	-	261.72
(ii) Other than micro and small enterprise	289.45	0.79	0.13	1.41	291.78

### 20. OTHER FINANCIAL LIABILITIES

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>Current</b>		
Payable towards share issue expenses (Net)	-	76.37
Unpaid Dividend*	1.47	0.01
<b>Total</b>	<b>1.47</b>	<b>76.38</b>

\*There are no amounts due and outstanding to be credited to Investor Education and Protection Fund under section 125 of the Companies Act, 2013 as at the year end.

#### Break up of financial liabilities carried at amortised cost

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
Current borrowings [Refer Note 14]	495.71	-
Lease liabilities [Refer Note 15]	111.95	139.84
Trade payables [Refer Note 19]	649.28	553.50
Other financial liabilities [Refer Note 20]	1.47	76.38
<b>Total</b>	<b>1,258.41</b>	<b>769.72</b>



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### Break up of financial liabilities carried at fair value through OCI

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
Derivative Instruments	-	14.66
<b>Total</b>	<b>-</b>	<b>14.66</b>

### 21. REVENUE FROM OPERATIONS

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
<b>Sale of products</b>		
Finished goods (Net of returns, rebate etc.) [Refer Note 36]	6,678.77	8,834.80
Scrap	270.61	362.49
<b>Sale of services</b>		
Job work receipts	26.52	7.12
	<b>6,975.90</b>	<b>9,204.41</b>
<b>Other operating revenues</b>		
Export incentives	70.35	87.56
Amortisation of deferred govt grants	0.40	0.39
	<b>70.75</b>	<b>87.95</b>
<b>Total</b>	<b>7,046.65</b>	<b>9,292.36</b>

### 22. OTHER INCOME

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
<b>Interest Income</b>		
Interest	32.54	10.47
Net gain on investments carried at fair value through profit and loss	21.57	1.34
<b>Dividend Income</b>		
Dividend income from subsidiaries	832.79	457.27
Dividend income from Others	0.18	-
<b>Others</b>		
Net gain arising on financial assets measured at fair value through profit and loss	8.20	0.07
Lease receipts	3.84	3.99
Insurance Claim Received	0.03	1.44
Miscellaneous receipts	23.82	8.64
<b>Total</b>	<b>922.97</b>	<b>483.22</b>

### 23. COST OF MATERIALS CONSUMED

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Inventories at the beginning of the year	295.69	266.07
Add: Purchases	2,946.89	3,909.17
Less: Inventories at the end of the year	292.30	295.69
<b>Cost of materials consumed</b>	<b>2,950.28</b>	<b>3,879.55</b>

## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### 24. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND SCRAP

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
<b>(Increase)/decrease in stocks:</b>		
<b>Inventories at the end of the year</b>		
Finished goods	490.82	486.98
Work-in-progress	513.03	560.55
Scrap	6.93	4.87
	<b>1,010.78</b>	<b>1,052.40</b>
<b>Inventories at the beginning of the year</b>		
Finished goods	486.98	498.61
Work-in-progress	560.55	603.79
Scrap	4.87	6.11
	<b>1,052.40</b>	<b>1,108.51</b>
<b>Total</b>	<b>41.62</b>	<b>56.11</b>

### 25 EMPLOYEE BENEFITS EXPENSE

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Salaries and wages [Refer Note 34]	1,172.53	1,184.42
Contribution to provident and other funds	51.53	51.19
Expense on employee stock option scheme [Refer Note 35]	1.59	2.12
Staff welfare expenses	73.71	74.81
<b>Total</b>	<b>1,299.36</b>	<b>1,312.54</b>

### 26 FINANCE COSTS

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Interest	9.54	22.65
Interest on lease liabilities	6.03	3.21
<b>Other borrowing costs:</b>		
Bank charges	4.60	5.98
<b>Total</b>	<b>20.17</b>	<b>31.84</b>

### 27 DEPRECIATION AND AMORTIZATION EXPENSES

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Depreciation of tangible assets [Refer Note 3]	229.01	219.10
Depreciation of right-of-use assets [Refer Note 3]	36.18	32.50
Amortization of intangible assets [Refer Note 3]	8.64	8.93
<b>Total</b>	<b>273.83</b>	<b>260.53</b>



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### 28 OTHER EXPENSES

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Stores, spares and tools consumed	478.83	575.79
Sub-contracting expenses	288.32	346.15
Power, fuel and water	369.58	433.88
Cartage, freight and forwarding	256.76	640.64
Air freight	18.58	46.55
Rent	2.00	1.93
Rates and taxes	15.83	18.44
Travelling and conveyance	29.53	23.67
Communication	6.61	6.37
Printing and stationery	7.30	6.57
Insurance	11.13	11.91
<b>Repairs and maintenance:</b>		
Building	38.99	39.18
Plant and machinery	109.03	118.84
Others	99.77	80.08
Office maintenance	19.05	17.95
Vehicle repairs and maintenance	2.64	2.84
Advertisement, publicity and sales promotion	5.61	3.79
Commission and discount	0.69	-
Legal and professional charges	46.80	19.50
Directors sitting fees	2.38	2.73
Director commission	0.50	-
Payment to auditors [Refer Note 28.1]	6.10	4.88
Exchange differences (net)	(84.03)	(41.89)
Bad debts	0.53	0.35
Loss on Investment (Net)	-	3.60
Staff recruitments	9.07	7.01
Loss on sale of fixed assets (net)	0.67	1.32
Contribution towards CSR [Refer Note 38]	22.51	12.00
Fixed assets written-off	1.33	-
Miscellaneous	0.00	0.18
	<b>1,766.11</b>	<b>2,384.26</b>

#### 28.1 Payment to Auditors

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
<b>As Auditors:</b>		
Audit fees *	4.25	2.75
Tax Audit Fee	0.40	0.40
<b>In Other Capacity:</b>		
Other Capacity	0.06	0.62
Taxation Matters	0.25	0.25
Out of pocket expenses	1.14	0.86
<b>Total</b>	<b>6.10</b>	<b>4.88</b>

\*including quarterly limited review fees

## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### 29 TAX EXPENSES

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Current tax	221.44	369.55
Deferred tax	(18.23)	(12.27)
Tax for earlier years (Net)	0.98	(1.78)
<b>Income tax expenses reported in the statement of profit and loss</b>	<b>204.19</b>	<b>355.50</b>

### Reconciliation of tax expenses and the accounting profit multiplied by the applicable tax rate

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Accounting profit before tax from operations	1,618.25	1,850.75
Applicable Tax Rate	25.168%	25.168%
Income tax expense calculated at applicable tax rate	407.28	465.80
<b>Items giving rise to difference in tax</b>		
Deductions u/s 80M	(209.60)	(115.09)
Expenses disallowed	25.96	24.19
Others	(2.20)	(5.35)
<b>Current Tax Provision</b>	<b>221.44</b>	<b>369.55</b>
Deferred tax liability on account of timing difference	(22.88)	5.27
Deferred tax assets on account of timing difference	(4.65)	17.54
<b>Deferred Tax Provision</b>	<b>(18.23)</b>	<b>(12.27)</b>
Tax for earlier years (Net)	0.98	(1.78)
Total tax expenses recognised	<b>204.19</b>	<b>355.50</b>
Effective tax rate	12.62%	19.208%

### 30 EARNINGS PER EQUITY SHARE OF FACE VALUE OF ₹ 10 EACH

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity share holders of the parent by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
<b>Computation of Profit (Numerator)</b>		
Net Profit after Tax as per the Statement of Profit & Loss attributable to Equity Shareholders	1,414.06	1,495.25
<b>Computation of Weighted Average Number of Shares (Denominator)</b>		
Adjusted Weighted Average number of Equity Shares for calculating Diluted EPS	45.13	45.13
Less: Shares Issued to Uniparts ESOP Trust	0.81	0.90
Adjusted Weighted Average number of Equity Shares for calculating Basic EPS	44.32	44.23
Computation of EPS - Basic (in INR)	31.91	33.81
Computation of EPS - Diluted (in INR)	31.33	33.13



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### 31 Components of other comprehensive income (OCI)

The disaggregation of changes to OCI by each type of reserve in equity is shown below:

Year ended 31<sup>st</sup> March, 2024

(INR in millions)

	Debt Instruments Through Other Comprehensive Income	Effective portion of cash flow hedge	Retained earnings	Income tax/ Deferred tax	Total
Re-measurement gains / (losses) of defined benefit plans	-	-	11.04	(2.78)	8.26
Effective portion of cash flow hedge	-	25.35	-	(6.38)	18.97
Debt Instruments Through Other Comprehensive Income	7.14	-	-	(1.80)	5.34
<b>Total</b>	<b>7.14</b>	<b>25.35</b>	<b>11.04</b>	<b>(10.96)</b>	<b>32.57</b>

Year ended 31<sup>st</sup> March, 2023

(INR in millions)

	Debt Instruments Through Other Comprehensive Income	Effective portion of cash flow hedge	Retained earnings	Income tax/ Deferred tax	Total
Re-measurement gains / (losses) of defined benefit plans	-	-	12.69	(3.19)	9.50
Effective portion of cash flow hedge	-	(33.58)	-	8.45	(25.13)
<b>Total</b>	<b>-</b>	<b>(33.58)</b>	<b>12.69</b>	<b>5.26</b>	<b>(15.63)</b>

### 32 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR):

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>(i) Contingent liabilities:</b>		
<b>(a) Claims against the company not acknowledged as debt:</b>		
Sales Tax Matters	2.33	2.33
Excise Matters	0.21	0.21
GST Matters	0.46	0.36
ESI Matters		
Labour Matters	Not Ascertainable	Not Ascertainable
<b>(b) Income Tax Demands</b>	128.93	130.10
<b>(c) Others</b>		
a) Guarantees given on behalf of the company by the Banks:		
Sales Tax Matters	-	0.03
Pollution Control Board	0.10	0.05
BSE Limited	53.60	53.60
Custom duty	1.33	-
Gas Connections	5.79	5.79



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
b) Other money for which the company is contingently liable:		
Corporate Guarantee given to Banks against financial assistance to subsidiary	100.00	225.00
<b>(ii) Capital Commitments</b>		
Estimated amount of contracts remaining to be executed on Capital Accounts and not provided for (Net of Advances)	29.03	31.59

### 33 LEASE

(i) The following is the aggregate movement in lease liabilities during the year ended March 31, 2024:

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
Opening Balance	139.84	61.66
Additions during the year	-	107.61
Deletion during the year	(0.48)	(2.09)
Finance cost accrued during the year	6.03	3.21
Payment of lease liabilities	(33.44)	(30.55)
<b>Balance as at end of year</b>	<b>111.95</b>	<b>139.84</b>

(ii) The following is the break-up of current and non-current lease liabilities:

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
Current lease liabilities	30.88	27.59
Non-current lease liabilities	81.07	112.25
<b>Total</b>	<b>111.95</b>	<b>139.84</b>

(iii) Lease commitments are the undiscounted future cash out flows from the lease contracts which are not recorded in the measurement of lease liabilities. These include potential future payments related to leases with term less than twelve months and leases of low value assets.

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
Payable within one year	30.88	27.59
Payable between one to five years	46.66	69.82
Payable after five years	34.41	42.43
<b>Total</b>	<b>111.95</b>	<b>139.84</b>

### 34 DISCLOSURE ON EMPLOYEE BENEFITS

Disclosure is hereby given in pursuant to Ind AS19 "Employee Benefits".

#### Defined Benefit Plan - Gratuity (Funded)

The following table summarises the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan.



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

The principal assumptions used in determining gratuity for the Company's plan is shown below:

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Expected Rate of Return on Plan Assets	7.21%	7.52%
Discounting Rate	7.21%	7.52%
Salary Escalation rate- Staff	5.00%	8.00%
Salary Escalation rate- Worker	8.00%	8.00%
Rate of Employee Turnover- Staff	16.00%	14.00%
Rate of Employee Turnover- Worker	6.00%	1.00%
Mortality Rate During Employment	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)
Mortality Rate After Employment	N.A.	N.A.

Changes in the present value of the defined benefit obligation recognised in balance sheet are as follows:

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Present value of obligation as at the beginning of the year	186.85	183.03
Interest cost	14.03	13.23
Current service cost	15.57	16.35
Liability Transferred In/ Acquisitions	0.24	1.59
(Liability Transferred Out/ Divestments)	(0.54)	(0.90)
(Benefit Paid Directly by the Employer)	(18.98)	(11.71)
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	(2.28)	(0.65)
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	(4.87)	(12.70)
Actuarial (Gains)/Losses on Obligations - Due to Experience	(0.62)	(1.39)
<b>Present Value of Benefit Obligation at the End of the year</b>	<b>189.40</b>	<b>186.85</b>

Changes in the fair value of plan assets recognised in the balance sheet are as follows:

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Opening fair value of plan assets	47.14	45.87
Interest Income	3.52	3.32
Contributions	-	-
Return on plan assets, excluding amount recognized in Interest Income -Gain /(Loss)	3.27	(2.05)
Closing fair value of plan assets	53.93	47.14

## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### The amounts to be recognised in the Balance Sheet

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Present value of obligation as at the end of the year	189.40	186.85
Fair value of plan assets as at the end of the year	53.92	47.13
Funded Status (Surplus/ (Deficit))	(135.52)	(139.75)
<b>Net asset / (liability) to be recognised in balance sheet</b>	<b>(135.52)</b>	<b>(139.75)</b>

### Net Interest cost (Income/Expense)

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Present Value of Benefit Obligation at the Beginning of the year	186.85	183.03
(Fair Value of Plan Assets at the Beginning of the year)	(47.13)	(45.87)
Net Liability/(Asset) at the Beginning	139.75	137.18
Interest Cost	14.03	13.23
(Interest Income)	(3.52)	(3.32)
<b>Net Interest Cost for Current year</b>	<b>10.51</b>	<b>9.91</b>

### Expense recognised in the statement of profit and loss

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Current service cost	15.57	16.35
Net Interest (Income) / Expense	10.51	9.91
<b>Net periodic benefit cost recognised in the statement of profit and loss</b>	<b>26.08</b>	<b>26.26</b>

### Amount recognised in Statement of Other Comprehensive Income (OCI)

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Actuarial (Gains)/Losses on Obligation For the year	(7.77)	(14.74)
Return on Plan Assets, Excluding Interest Income	(3.27)	2.05
<b>Net (Income)/Expense For the year Recognized in OCI</b>	<b>(11.04)</b>	<b>(12.69)</b>



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### Reconciliation of net Liability/(Asset) recognised:

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Opening Net Liability	139.75	137.19
Expenses Recognized in Statement of Profit or Loss	26.08	26.27
Expenses Recognized in OCI	(11.04)	(12.69)
Net Liability/(Asset) Transfer In	0.24	1.59
Net (Liability)/Asset Transfer Out (Benefit Paid Directly by the Employer)	(0.54)	(0.90)
	(18.96)	(11.70)
<b>Net Liability/(Asset) For the year Recognized in Balance Sheet</b>	<b>135.52</b>	<b>139.75</b>

### The major categories of plan assets are as follows:

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
<b>Insurance fund</b>	<b>53.92</b>	<b>47.13</b>

### Other Details

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
No of Active Members	1,712	1,808
Per Month Salary For Active Members	31.66	30.99
Weighted Average Duration of the Projected Benefit Obligation	8	10
Average Expected Future Service	8	13
Defined Benefit Obligation (DBO)-Total	189.44	186.88
Defined Benefit Obligation (DBO)- Due but not Paid	-	0.35
Defined Contribution For Next Year (12 Months)	31.66	30.99

### Maturity Analysis of Projected Benefit Obligation: From the Employer

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Projected Benefits Payable in Future Years From the Date of Reporting		
1 <sup>st</sup> Following Year	23.10	16.61
2 <sup>nd</sup> Following Year	19.79	13.45
3 <sup>rd</sup> Following Year	19.65	15.92
4 <sup>th</sup> Following Year	19.03	13.91
5 <sup>th</sup> Following Year	17.45	14.02
Sum of Years 6 To 10	82.76	75.19
Sum of Years 11 and above	149.84	274.14

## Notes to the Standalone Financial Statements for the year ended 31 March 2024

The following are the expected Interest cost for Next year:

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Present Value of Benefit Obligation at the End of the year	189.44	186.88
(Fair Value of Plan Assets at the End of the year)	(53.92)	(47.13)
Net Liability/(Asset) at the End of the year	135.52	139.75
Interest Cost	13.66	14.03
(Interest Income)	(3.89)	(3.52)
Net Interest Cost for Next Year	9.77	10.51

The following are the expected expenses to be recognised in the Statement of Profit or Loss for Next Year:

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Current Service Cost	14.28	15.57
Net Interest Cost	9.77	10.51
(Expected Contributions by the Employees)	-	-
Expenses Recognized	24.05	26.08

### Sensitivity analysis

A) Impact of change in discount rate when base assumption is decreased/increased present value of obligation

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Decrease by 1%	12.42	17.01
Increase by 1%	(11.00)	(14.65)

B) Impact of change in salary increase rate when base assumption is decreased/increased present value of obligation

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Decrease by 1%	(10.90)	(14.48)
Increase by 1%	12.06	16.45

C) Impact of change in employee turnover rate when base assumption is decreased/increased present value of obligation

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Decrease by 1%	0.25	0.66
Increase by 1%	(0.22)	(0.59)

Sensitivity analysis is an analysis which will give the movement in liability if the assumptions were not proved to be true on different count.

Since investment is with insurance company, Assets are considered to be secured.



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### Defined Benefit Plan - Leave Encashment (Unfunded)

The leave obligations cover the Company's liability for sick and earned leaves. The Company does not have an unconditional right to defer settlement for the obligation shown as current provision balance above. However based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months, therefore based on the independent actuarial report, only a certain amount of provision has been presented as current and remaining as non-current. Amount for the year ended March 31, 2024 is ₹11.71 million and for the year ended March 31, 2023 is ₹9.25 million has been recognised in the statement of profit and loss.

(INR in millions)

Particulars	Current Year		Previous Year	
	Current	Non-current	Current	Non-current
Compensated absences (unfunded)	8.80	19.45	7.01	18.62
<b>Total</b>	<b>8.80</b>	<b>19.45</b>	<b>7.01</b>	<b>18.62</b>

### 35 DISCLOSURE ON EMPLOYEE SHARE BASED PAYMENT

Disclosure is hereby given in pursuant to Ind AS 102 "Share Based Payment".

#### (a) Scheme detail:

The Company's ESOP scheme "Uniparts Employees Stock Option Plan, 2007" is administered through an ESOP Trust, which subscribes to shares of the Company and holds them until issuance thereof based on vesting and exercise of options by employees. The scheme provides that subject to continued employment with the Company, specified employees of the Company and its subsidiaries are granted an option to acquire equity shares of the Company that may be exercised within a specified period. Each option comprises of one equity share which will vest on annual basis in equal proportion over a period of three years (except Grant-11 and Grant-14 which shall vest 100% on the expiry of 12 months from the grant date) and shall be capable of being exercised within a period of fifteen years from the date of the specified grant. Each option granted under the above plan entitles the holder to one equity share of the Company at an exercise price, which is approved by the Nomination and Remuneration Committee. The Company has provided an interest free loan amounting to ₹55.20 million to the Trust to subscribe to 350400 Shares issued at ₹135 per share and right issue of 175200 Shares at ₹45 per share. The ESOP Trust has since subscribed to the Company's shares. As per IND AS 102 "Share-based Payment" and the Guidance Note on Accounting for Employee Share Based payments issued by the Institute of Chartered Accountants of India, the amount of loan equivalent to the face value of securities subscribed ₹5.14 million has been deducted from share capital account and the balance part of the loan representing the amount of share premium paid for the shares subscribed ₹50.06 million has been deducted from the share premium account. The balance of such loan as at March 31, 2024 is ₹ Nil.

As per the Scheme, the Company has granted 1,14,833 options @ ₹135/- per option (Grant - 1), 42,764 options @ ₹135/- per option (Grant - 2), 25,000 options @ ₹135/- per option (Grant - 3), 86,592 Right Issue @ ₹45/- per share, 28,912 options @ ₹105/- per option (Grant - 4), 26,209 options @ ₹105/- per option (Grant - 5), 28,825 options @ ₹105/- per option (Grant - 6), 11,255 options @ ₹105/- per option (Grant - 7), 5,000 options @ ₹105/- per option (Grant - 8), 21,465 options @ ₹105/- per option (Grant - 9), 324,637 Bonus Issue @ ₹Nil per share, 35,102 options @ ₹52.50 per option (Grant - 10), 52,948 options @ ₹52.50 per option (Grant - 11), 292,500 options @ ₹52.50 per option (Grant - 12), 25,000 options @ ₹52.50 per option (Grant - 13), 102,948 options @ ₹52.50 per option (Grant - 14), 67,412 options @ ₹52.50 per option (Grant - 15) and 2,500 options @ ₹52.50 per option (Grant - 16) in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, to the selected employees of the Company. The method of settlement is by issue of equity shares to the selected employees who have accepted the option.

## Notes to the Standalone Financial Statements for the year ended 31 March 2024

Period within which options will vest to the participants

Grant-1 to Grant-10 and Grant-12, Grant-13, Grant-15 and Grant-16

2 years from the date of Grant of Options 33%

3 years from the date of Grant of Options 33%

4 years from the date of Grant of Options 34%

Grant-11 & Grant-14

12 months from the date of Grant of Options 100%

### (b) Share Based Payment activity under Scheme 2007 is as follows

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Outstanding at the beginning of the year	6,90,233	9,16,002
Granted during the year	-	-
Forfeited/Surrendered during the year	(25,176)	(19,941)
Exercised during the year	3,33,543	2,05,828
Outstanding at the end of the year	3,31,514	6,90,233
Vested and Exercisable at the end of the year	3,11,414	6,34,262

### (c) Share options outstanding at the end of the year

Option Details		Options Outstanding		Remaining contractual life		Exercise price	Weighted average fair value of Options on the date of Grant
Option series	Option Grant date	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023		
Grant-1	08/02/07	-	89,754	-	-	135.00	96.45
Grant-2	27/03/08	-	20,357	-	-	135.00	114.02
Grant-3	27/03/09	-	25,000	-	-	135.00	70.45
Right Issue	Right Issue	63,918	67,556	-	-	45.00	97.65
Grant-4	25/03/11	12,449	12,449	-	-	105.00	56.69
Grant-5	03/03/12	-	-	-	-	105.00	77.63
Grant-6	12/01/13	-	-	-	-	105.00	67.19
Grant-7	25/09/13	-	-	-	-	105.00	41.10
Grant-8	23/12/13	-	-	-	-	105.00	47.08
Grant-9	15/02/14	21,465	21,465	-	-	105.00	55.00
Bonus Issue	Bonus issue	97,832	2,36,581	-	-	-	-
Grant-10	23/08/14	-	-	-	-	52.50	32.50
Grant-11	30/06/15	-	-	-	-	52.50	38.26
Grant-12	23/11/18	1,11,600	1,44,600	-	-	52.50	53.34
Grant-13	07/08/19	-	25,000	-	0.33	52.50	43.84
Grant-14	05/11/20	-	-	-	-	52.50	77.68
Grant-15	27/07/21	22,575	44,971	1.32	2.32	52.50	136.03
Grant-16	29/10/21	1,675	2,500	1.58	2.58	52.50	136.03
		3,31,514	6,90,233				

The Company follows the Fair Market Value calculated on Black Scholes Method to account for compensation expenses arising from issuance of stock options to the employees.



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### (d) Inputs in the model

Option series	Grant 16	Grant 15	Grant 14	Grant 13
Grant date share price	198.23	198.23	129.55	79.11
Exercise price	52.50	52.50	52.50	52.50
Expected volatility	48.30%	48.30%	50.30%	14.74%
Option Life	4.00	4.00	2.00	8.50
Dividend yield	3.00%	3.00%	2.30%	0.93%
Risk-free interest rate	5.26%	5.26%	4.19%	6.73%

### (e) Compensation expenses arising on account of the share based payments

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Expenses arising from equity – settled share-based payment transactions	1.59	2.12

## 36 SEGMENT INFORMATION

The Company operates primarily in the business of manufacturing of Linkage Parts and Components for Off-Highway Vehicles.

Chief Operating Decision Maker (CODM), evaluates the company's performance, based on the analysis of the various performance indicators of the company, the Chief Operating Decision Maker (CODM) has decided that there is no reportable segment for the Company.

### Revenue information based on location of the customers

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Information in respect of geographical areas		
Segment revenue from external customers :		
Within India	2,443.27	3,231.05
Outside India (Excluding deemed export)	4,532.63	5,973.37
	<b>6,975.90</b>	<b>9,204.41</b>

The company disaggregate revenue from contracts with customers into categories that depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors. The following table illustrates the disaggregation disclosure by primary geographical market, major product line and timing of revenue recognition in accordance with Ind AS 115.

### Primary geographical markets

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
USA	2,352.35	2,911.48
Asia Pacific	212.14	345.60
Europe	1,401.59	1,663.20
India	2,146.14	2,861.43
Japan	541.85	677.08
Rest of the World	24.71	376.00
	<b>6,678.77</b>	<b>8,834.80</b>
Sale of Scrap	270.61	362.49
Job Work Receipts	26.52	7.12
<b>Total Revenue</b>	<b>6,975.90</b>	<b>9,204.41</b>



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### Major Product line

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
3PL	3,639.18	5,729.15
FAB	64.15	105.69
HYD	1.94	5.39
PMP	2,814.37	2,755.82
PTO	106.89	188.24
Others	52.23	50.51
	<b>6,678.77</b>	<b>8,834.80</b>
Sale of Scrap	270.61	362.49
Job Work Receipts	26.52	7.12
<b>Total Revenue</b>	<b>6,975.90</b>	<b>9,204.41</b>

### 37 DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSMED, ACT 2006)

The Ministry of Corporate Affairs has issued notification no.G.S.R 1022(E) dated October 11, 2018 which prescribes certain disclosures regarding amount payable to micro enterprises and small enterprises. Accordingly, the disclosure in respect of the amounts payable to such enterprises has been made in the financial statements based on the information received from the vendors. The necessary information in this regard has been given hereunder :-

### Major Product line

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
(i) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;		
Principal	112.54	261.72
Interest	-	0.02
(ii) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, (the Act) along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the said Act	-	-
(iv) The amount of interest accrued and remaining unpaid at the end of each year	-	0.02
(v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	-	-

## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### 38 CSR EXPENDITURE

As per Section 135 of the Companies Act, 2013, a corporate social responsibility (CSR) committee has been formed by the Company. The Company has spent the funds allocated for CSR activities primarily on promoting health aid program, education program, community developments projects which are specified in Schedule VII of the Companies Act, 2013 as follows:

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
a) Gross amount required to be spent by the Company during the year	22.37	12.00
b) Amount approved by the Board to be spent during the year	22.50	12.00

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Construction/acquisition of any asset	-	-
On purpose other than above (i) above	21.91	12.00
<b>Total amount spent during the year</b>	<b>21.91</b>	<b>12.00</b>

c) Amount spent during the year ending on

(INR in millions)

Particular	In cash	Yet to be paid in cash	Total
<b>- March 31, 2024</b>			
Construction/acquisition	-	-	-
On purposes other than above	21.91	0.60	22.51
<b>- March 31, 2023</b>			
Construction/acquisition	-	-	-
On purposes other than above	12.00	-	12.00

d) In case of S. 135(6) (Ongoing project)

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March, 2023
<b>Opening Balance</b>		
- With Company	-	-
- In Separate CSR Unspent A/c	5.00	-
<b>Amount required to be spent</b>		
Amount spent during the year		
- From Company's bank A/c	4.40	-
- From Separate CSR Unspent A/c	-	-
<b>Closing balance</b>		
- With Company	-	-
- In Separate CSR Unspent A/c	-	-
Amount required to be deposited in separate bank account	0.60	-
Actual amount deposited in Unspent Account after the year end	0.60	-

## Notes to the Standalone Financial Statements for the year ended 31 March 2024

e) In case of S. 135(6) (Other than ongoing project)

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March, 2023
Opening Balance	-	-
Amount required to be spent during the year	17.37	12.00
Amount spent during the year	17.51	12.00
Amount deposited in Specified Fund of Schedule VII within 6 months	-	-
Closing Balance	-	-
f) (Shortfall) / Excess at the end of the year	-	-
g) Total of previous years shortfall	-	-
h) Details of related party transactions	Nil	Nil
i) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year	-	-
j) Reason for shortfall	-	-
k) Nature of CSR activities	Cultural, Health, Education and Social women upliftment	Cultural, Education and Social

### 39 GOVERNMENT GRANT

Uniparts India Limited has availed tax and duty benefit in the nature of exemption from payment of Customs Duty, on its procurements with respect to Plant and Machinery. The said benefits were availed which entitled Uniparts India Limited to procure goods without payment of taxes and duties of amount for INR 3.15 million under Zero Duty EPCG Scheme.

In accordance with Ind AS 20 "Accounting for Government Grants and Disclosure of Government Assistance" Uniparts India Limited has grossed up the value of property, plant and equipment by the amount of tax and duty benefit availed considering the same as government grant. The amount of said government grant has been added to the value of property, plant and equipment with corresponding credit to deferred government grant, the amount of grant shall be amortized on a systematic basis in line with depreciation to be charged on property, plant and equipment.

#### Deferred government grant is disclosed in the financial statements as follows

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March, 2023
Opening Balance	2.36	2.75
Grant recognized during the year	-	-
Less : Amount recognized in statement of profit and loss*	(0.40)	(0.39)
Closing Balance	1.96	2.36
Non-current portion	1.57	2.10
Current portion	0.39	0.26

\* There is no unfulfilled condition or contingencies attached to these grants.



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### 40 RELATED PARTY DISCLOSURE

(i) Name of the related parties, related party relationship and related party with whom transactions have been taken place during the year.

#### (A) Related parties where control exists

##### (a) Subsidiaries

Name of the company	Country of Incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Uniparts USA Limited	USA	100.00	100.00
Gripwel Fasteners Private Limited	India	100.00	100.00
Uniparts India GmbH	Germany	100.00	100.00
Gripwel Conag Private Limited	India	100.00	100.00

##### (b) Step down Subsidiaries

Name of the company	Country of Incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Uniparts Olsen Inc.	USA	100.00	100.00

#### (B) Enterprises over which Key Managerial Personnel and their relatives exercise significant influence:

SKG Engineering Pvt. Ltd.  
Sweaty Spirit Apparel Ltd. (Formerly known as Ace Tractor Parts Ltd.)  
SGA Trading Pvt. Ltd.  
Tima Trading LLP (Formerly known as Tima Trading Pvt. Ltd.)  
Amazing Estates Pvt. Ltd.  
GKP Farm LLP (Formerly known as G.K.P. Farms Pvt. Ltd.)  
Silveroak Estate LLP (Formerly known as Silveroak Estate Pvt Ltd.)  
Bluebells Homes Pvt. Ltd. (Formerly known as Oilintec Pvt. Ltd.)  
Sepoy Drinks Pvt Ltd  
Charisma Homes LLP (Formerly known as Charisma Homes Pvt. Ltd.)  
Avid Maintenance LLP (Formerly known as Avid Maintenance Pvt Ltd)  
Sepoy Beverages LLP  
Gripwel Fasteners (Partnership Firm)  
Farmparts Company (Partnership Firm)  
Soni Holdings (Partnership Firm)  
Indento International (Partnership Firm)

#### (B) Enterprises over which Key Managerial Personnel and their relatives exercise significant influence: (contd.)

P Soni Family Trust  
Soni Foundation  
Paramjit Singh (HUF)  
Gurdeep Soni (HUF)  
Leon India (Partnership Firm)  
Paper Bag Entertainment Inc.  
The Karan Soni 2018 CG-NG Nevada Trust  
The Meher Soni 2018 CG-NG Nevada Trust  
The Paramjit Soni 2018 CG-NG Nevada Trust

## Notes to the Standalone Financial Statements for the year ended 31 March 2024

Gifting Trust of Karan Soni  
 Gifting Trust of Meher Soni  
 Paramjit Soni Gifting Trust  
 Sarabjit Soni Gifting Trust  
 Uniparts ESOP Trust  
 7 Days Film LLC

### (C) Key Managerial Personnel / Individuals having significant influence on the Company:

Gurdeep Soni - Chairman & Managing Director  
 Paramjit Singh Soni - Vice Chairman & Executive Director  
 Herbert Klaus Coenen - Non-Executive Director  
 Munish Sapra - Chief Financial Officer (till: 14<sup>th</sup> February 2023)  
 Sudhakar Simhachala Kolli - Group Chief Operating Officer  
 Jatin Mahajan (Company Secretary)  
 Rohit Maheshwari - Chief Financial Officer (w.e.f : 1<sup>st</sup> March 2023)

### (D) Relatives of Key Managerial Personnel \*

Angad Soni - Son of Gurdeep Soni  
 Pamela Soni - Wife of Gurdeep Soni  
 Arjun Soni - Son of Gurdeep Soni  
 Tanya Kohli - Daughter of Gurdeep Soni

\*Relatives of Key Managerial Personnel with whom transactions have taken place during the year

### (ii) Outstanding balances

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March, 2023
<b>1 Gripwel Fasteners Pvt. Ltd</b>	.	
- In Trade Account	42.93	14.61
- In Equity Shares	49.87	49.87
<b>2 Uniparts USA Limited</b>		
- In Trade Account	55.08	97.41
- In Common Stock	0.87	0.87
- In Preferred Stock	392.67	392.67
<b>3 Uniparts India GmbH</b>		
- In Trade Account	210.78	160.10
- In Equity Shares	5.94	5.94
<b>4 Uniparts Olsen Inc.</b>		
- In Trade Account	100.46	71.97
<b>5 Uniparts ESOP Trust</b>		
- In Loan Account	-	32.13
<b>6 Gripwel Conag Private Limited</b>		
- In Trade Account	3.46	3.49
- In Equity Shares	55.00	55.00
- In Loan Account	183.20	15.00

Disclosure in respect of Related Party Transactions during the year: (Refer below note 22)

(INR in millions)

Particulars	Relationship	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
1. Purchase of Goods/Samples/ Packing and Services			



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

Disclosure in respect of Related Party Transactions during the year: (Refer below note 22)

(INR in millions)

Particulars	Relationship	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Gripwel Fasteners Pvt. Ltd.	Subsidiary	18.66	46.73
Uniparts India GmbH	Subsidiary	26.16	26.14
Gripwel Conag Pvt. Ltd.	Subsidiary	19.79	1.96
		<b>64.61</b>	<b>74.83</b>
<b>2. Sale of Goods/Service</b>			
Gripwel Fasteners Pvt. Ltd.	Subsidiary	625.86	861.42
Uniparts India GmbH	Subsidiary	776.82	779.37
Uniparts Olsen Inc.	Step-Down Subsidiary	1,361.05	1,208.01
Uniparts USA Limited	Subsidiary	578.23	1,311.76
Gripwel Conag Pvt. Ltd.	Subsidiary	10.86	1.55
		<b>3,352.82</b>	<b>4,162.11</b>
<b>3. Sale of Fixed Asset</b>			
Gripwel Conag Pvt. Ltd.	Subsidiary	2.00	0.38
		<b>2.00</b>	<b>0.38</b>
<b>4. Job Work income</b>			
Gripwel Fasteners Pvt. Ltd.	Subsidiary	0.57	5.26
Gripwel Conag Pvt. Ltd.	Subsidiary	25.95	1.85
		<b>26.52</b>	<b>7.11</b>
<b>5. Rent Paid</b>			
Soni Holdings	Enterprises over which Key Managerial Personnel and their relatives exercise significant influence	1.05	0.97
		<b>1.05</b>	<b>0.97</b>
<b>6. Lease Rent Income</b>			
Gripwel Fasteners Pvt. Ltd.	Subsidiary	-	0.04
Gripwel Conag Pvt. Ltd.	Subsidiary	0.11	0.75
		<b>0.11</b>	<b>0.79</b>
<b>7. Air Freight Expenses</b>			
Uniparts India GmbH	Subsidiary	0.35	-
		<b>0.35</b>	<b>-</b>
<b>8. Current Account Receipts</b>			
Gripwel Fasteners Pvt. Ltd.	Subsidiary	19.97	5.31
Gripwel Conag Pvt. Ltd.	Subsidiary	13.22	1.02
Uniparts ESOP Trust	Enterprises over which Key Managerial Personnel and their relatives exercise significant influence	5.29	-
		<b>38.48</b>	<b>6.33</b>
<b>9. Current Account Payments</b>			
Gripwel Fasteners Pvt. Ltd.	Subsidiary	19.97	5.31
Gripwel Conag Pvt. Ltd.	Subsidiary	13.22	1.02
Uniparts ESOP Trust	Enterprises over which Key Managerial Personnel and their relatives exercise significant influence	5.29	-

## Notes to the Standalone Financial Statements for the year ended 31 March 2024

Disclosure in respect of Related Party Transactions during the year: (Refer below note 22) (contd.) (INR in millions)

Particulars	Relationship	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
		<b>38.48</b>	<b>6.33</b>
<b>10. Other Income</b>			
Uniparts Olsen Inc.	Step-Down Subsidiary	0.38	0.16
Uniparts USA Limited	Subsidiary	0.11	0.19
Uniparts India GmbH	Subsidiary	3.18	26.19
Gripwel Fasteners Pvt. Ltd.	Subsidiary	0.14	1.07
		<b>3.81</b>	<b>27.61</b>
<b>11. Guarantees and Collaterals Given</b>			
Gripwel Fasteners Pvt. Ltd.	Subsidiary	-	225.00
Gripwel Conag Pvt. Ltd.	Subsidiary	100.00	300.00
		<b>100.00</b>	<b>525.00</b>
<b>12. Guarantees and Collaterals Given by</b>			
Gripwel Fasteners Pvt. Ltd.	Subsidiary	-	35.00
		<b>-</b>	<b>35.00</b>
<b>13. Dividend Paid</b>			
Angad Soni	Relative of Key Managerial Personnel	40.00	23.70
Gurdeep Soni	Key Managerial Personnel	179.90	106.59
Pamela Soni	Relative of Key Managerial Personnel	16.00	17.40
Arjun Soni	Relative of Key Managerial Personnel	40.00	23.70
Paramjit Singh Soni	Key Managerial Personnel	4.00	2.37
Tanya Kohli	Relative of Key Managerial Personnel	20.00	11.85
Uniparts ESOP Trust	Enterprises over which Key Managerial Personnel and their relatives exercise significant influence	9.86	10.61
The Paramjit Soni 2018 CG-NG Nevada Trust (through Peak Trust Company-NV)	Enterprises over which Key Managerial Personnel and their relatives exercise significant influence	127.90	75.78
The Karan Soni 2018 CG-NG Nevada Trust (through Peak Trust Company-NV)	Enterprises over which Key Managerial Personnel and their relatives exercise significant influence	82.00	52.55
The Meher Soni 2018 CG-NG Nevada Trust (through Peak Trust Company-NV)	Enterprises over which Key Managerial Personnel and their relatives exercise significant influence	82.00	52.55
Herbert Klaus Coenen	Non-Executive Director	2.40	-
		<b>604.06</b>	<b>377.10</b>
<b>14. Dividend Income</b>			
Gripwel Fasteners Pvt. Ltd.	Subsidiary	501.11	293.75
Uniparts USA Limited	Subsidiary	331.68	163.52
		<b>832.79</b>	<b>457.27</b>
<b>15. Security deposits paid</b>			



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

Disclosure in respect of Related Party Transactions during the year: (Refer below note 22)(contd.) (INR in millions)

Particulars	Relationship	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Soni Holdings	Enterprises over which Key Managerial Personnel and their relatives exercise significant influence	-	0.09
		-	<b>0.09</b>
<b>16. Electricity Expenses</b>			
Avid Maintenance LLP	Enterprises over which Key Managerial Personnel and their relatives exercise significant influence	0.20	0.21
		<b>0.20</b>	<b>0.21</b>
<b>17. Interest Income</b>			
Gripwel Conag Pvt. Ltd.	Subsidiary	11.93	0.39
		<b>11.93</b>	<b>0.39</b>
<b>18. Loan Given</b>			
Gripwel Conag Pvt. Ltd.	Subsidiary	225.20	52.50
		<b>225.20</b>	<b>52.50</b>
<b>19. Receipt Against Loan Given</b>			
Gripwel Conag Pvt. Ltd.	Subsidiary	57.00	37.50
		<b>57.00</b>	<b>37.50</b>
<b>20. Purchase of share capital</b>			
Gripwel Conag Pvt. Ltd.	Subsidiary	-	25.00
		-	<b>25.00</b>
<b>21. Key Managerial Person Remuneration (Refer below note 24)</b>			
Sudhakar Simhachala Kolli	Group Chief Operating Officer	-	14.31
Rohit Maheshwari	Chief Financial Officer	13.50	1.77
Munish Sapra *	Chief Financial Officer	4.84	15.34
Jatin Mahajan	Company Secretary	5.71	6.56
Herbert Klaus Coenen *	Non-Executive Director	54.12	-
		<b>78.17</b>	<b>37.98</b>
<b>22. ESOP Expenses to Key Managerial Person (Refer below note 25)</b>			
Sudhakar Simhachala Kolli	Group Chief Operating Officer	-	0.15
		-	<b>0.15</b>

\* Including the value of perquisite on account of exercise of shares under ESOP scheme

**23** The Company has international and specified domestic transactions with related parties. The management believes that it maintains documents as prescribed by the Income Tax Act, 1961 to prove that these transactions are at arm's length and the aforesaid legislation will not impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

**24** Excludes contribution to employee retirement/post retirement and other employee benefits which are based on actuarial valuation done on an overall Company basis

**25** Based on ESOP valuation on the date of grant, the fair value of grant is charged to statement of profit & loss on the basis of vesting period.



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

26 The sitting fees and commission paid to non-executive directors is Rs. 2.88 millions and Rs. 2.73 millions as at March 31, 2024 and 2023, respectively.

### 41 RATIO AS PER THE SCHEDULE III REQUIREMENTS

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March, 2023
<b>(a) Current Ratio</b>		
Current assets	4,639.22	3,472.36
Current Liabilities	1,368.64	852.42
Current ratio	3.39	4.07
% Change from previous year	-16.79%	
<b>(b) Debt-Equity Ratio</b>		
Debt (Borrowing)	495.71	-
Total Equity	5,564.29	4,986.54
Debt-Equity Ratio	0.09	-
% Change from previous year	NA	
<b>(c) Debt Service Coverage Ratio ^</b>		
Profit after tax for the year	1,414.06	1,495.25
<b>Add: Non cash operating expense and finance cost</b>	<b>291.40</b>	<b>287.71</b>
Depreciation and amortisation expense	273.83	260.53
Interest paid	15.57	25.86
Loss/(Profit) on sale of fixed assets	0.67	1.32
Fixed assets written-off	1.33	-
<b>Earnings available for debt services</b>	<b>1,705.46</b>	<b>1,782.96</b>
Interest paid	15.57	25.86
Lease repayments	27.42	27.35
Long term secured loans repaid	-	70.83
<b>Total interest and principal repayments</b>	<b>42.99</b>	<b>124.04</b>
<b>Debt service coverage ratio</b>	<b>39.67</b>	<b>14.38</b>
% Change from previous year	175.80%	
<b>(d) Return on Equity Ratio</b>		
Profit after tax for the year	1,414.06	1,495.25
Average Equity	5,275.42	4,508.11
<b>Return on equity ratio</b>	<b>26.80%</b>	<b>33.17%</b>
% Change from previous year	-19.19%	
<b>(e) Inventory turnover ratio</b>		
Cost of materials consumed	2,950.28	3,879.55
Changes in inventories of finished goods, work-in-progress and scrap	41.62	56.11
<b>Cost of goods sold</b>	<b>2,991.90</b>	<b>3,935.66</b>
Average inventory	1,518.37	1,541.08
<b>Inventory turnover ratio</b>	<b>1.97</b>	<b>2.55</b>
% Change from previous year	-22.84%	
<b>(f) Trade Receivables turnover ratio</b>		
Sale of goods and services	6,975.90	9,204.41
Average account receivable	1,202.29	1,447.96
<b>Trade receivables turnover ratio</b>	<b>5.80</b>	<b>6.36</b>
% Change from previous year	-8.72%	
<b>(g) Trade payables turnover ratio</b>		
Purchases	2,946.89	3,909.17
Average trade payables	601.39	621.32
<b>Trade payables turnover ratio</b>	<b>4.90</b>	<b>6.29</b>



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### 41 RATIO AS PER THE SCHEDULE III REQUIREMENTS (contd.)

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March, 2023
% Change from previous year	-22.12%	
<b>(h) Net capital turnover ratio #</b>		
Revenue from operations	7,046.65	9,292.36
Net working capital	3,270.58	2,619.94
<b>Net capital turnover ratio</b>	2.15	3.55
% Change from previous year	-39.25%	
<b>Note: Net working capital is calculated by reducing total current liabilities from total current assets.</b>		
<b>(i) Net profit ratio</b>		
Profit after tax for the year	1,414.06	1,495.25
Revenue from operations	7,046.65	9,292.36
<b>Net profit ratio</b>	20.07%	16.09%
% Change from previous year	24.71%	
<b>(j) Return on Capital employed #</b>		
Profit before tax	1,618.25	1,850.75
Finance costs	20.17	31.84
<b>Earnings before interest and tax</b>	<b>1,638.42</b>	<b>1,882.59</b>
<b>Capital employed</b>	<b>6,026.73</b>	<b>4,752.55</b>
Tangible net worth	5,564.29	4,986.54
Total Debt*	416.72	(284.97)
Deferred tax Liability	58.42	65.70
Intangible net worth	12.70	14.72
<b>Return on capital employed</b>	27.19%	39.61%
% Change from previous year	-31.37%	
Total Debt*= Borrowings - Cash & cash equivalents		
<b>(i) Return on Investment</b>		
Earnings before interest and tax	1,638.42	1,882.59
Average Shareholder's Equity	5,275.42	4,508.11
<b>Return on Investment</b>	31.06%	33.80%
% Change from previous year	-8.10%	

\*The variation in Debt service coverage ratio as at March 31, 2024 as compared to March 31, 2023 is primarily due to increases in current borrowing.

#Variation in Capital turnover and Capital employed ratios is primarily due to decreases in turnover and profitability during the year ended March 31, 2024.

## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### 42 HEDGING ACTIVITIES AND DERIVATIVES

The Company uses foreign currency denominated borrowings and foreign exchange forward contracts for the purpose of hedging its currency risks. These contracts are not intended for trading or speculation. The foreign exchange forward contracts are designated as cash flow hedges.

#### Cash flow hedges

Foreign exchange forward contracts measured at fair value through OCI are designated as hedging instruments in cash flow hedges of forecast sales in US dollar. These forecast transactions are highly probable.

While the Company also enters into other foreign exchange forward contracts with the intention to reduce the foreign exchange risk of expected sales and purchases, these other contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

The foreign exchange forward contract balances vary with the level of expected foreign currency sales and purchases and changes in foreign exchange forward rates.

The terms of the foreign currency forward contracts match the terms of the expected highly probable forecast transactions. As a result, no hedge ineffectiveness arise requiring recognition through profit or loss. Notional amounts of outstanding forward contracts are as follows :

S No	Nature of Instruments	Currency	Purpose	As at 31 <sup>st</sup> March 2024		As at 31 <sup>st</sup> March 2023	
				Foreign Currency	INR	Foreign Currency	INR
1	Forward Contract	USD	Hedging of highly probable sales	25.38	2,136.16	14.90	1,141.97
2	Forward Contract	EUR	Hedging of highly probable sales	5.85	544.73	7.20	648.98

The cash flow hedges of the expected future sales during the year ended March 31, 2024 were assessed to be effective and a unrealised gain/(loss) of ₹25.35 million, with a deferred tax liability of ₹6.38 million relating to the hedging instruments is included in OCI. Comparatively, the cash flow hedges of the expected future sales during the year ended March 31, 2023 were assessed to be highly effective and a unrealised gain/(loss) of (₹33.58 million), with a deferred tax asset of ₹8.45 million was included in OCI in respect of these contracts.

The amount removed from OCI during the year and recognised in the statement of profit & loss for the year ended March 31, 2024 is detailed in Note 31 totaling ₹25.13 million (net of tax) [March 31, 2023: 6.00 million (net of tax)]. The amounts retained in OCI at March 31, 2024 are expected to mature and affect the statement of profit and loss in the subsequent years.

Reclassifications to profit or loss during the year gains or losses included in OCI are shown in Note 31.

### 43 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial liabilities other than derivatives, comprise loans and borrowings, trade payables, employee related payables and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loan to employees, trade receivables & other receivables and cash and cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by a Audit committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The Audit committee provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. All derivative activities for risk management purposes are carried out by experienced members from the senior management who have the relevant expertise, appropriate skills and supervision. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised as below.



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are subject to commodity price risk, foreign exchange risk and interest rate risk.

The financial instruments that are affected by these include loans and borrowing, deposits, available-for-sale investments and derivative financial instruments. We, from time to time, undertake analysis in relation to the amount of our net debt, the ratio of fixed to floating interest rates of our debt and our financial instruments that are in foreign currencies. We use derivative financial instruments such as foreign exchange contracts to manage our exposures to foreign exchange fluctuations.

### b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. The interest rate on remaining loans (except vehicle loans), although fixed, is subject to periodic review by lending banks / financial institutions in relation to their respective base lending rates, which may vary over a period result of any change in the monetary policy of the Reserve Bank of India.

(INR in millions)

Particular	Year ended	
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March 2023
<b>Variable rate borrowings</b>		
Long Term	-	-
Short Term	495.71	-
<b>Total Variable rate borrowings</b>	<b>495.71</b>	<b>-</b>
<b>Fixed rate borrowings</b>		
Long Term	-	-
Short Term	-	-
<b>Total fixed rate borrowings</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>495.71</b>	<b>-</b>

#### Interest rate sensitivity

Variable interest rate loans are exposed to Interest rate risk, the impact on profit or loss before tax may be as follows:

(INR in millions)

Particular	Effect on profit and equity	
	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Interest rate - increase by 100 basis points (100 bps)*	(4.96)	-
Interest rate - decrease by 100 basis points (100 bps)*	4.96	-

\*Holding all other variable constant

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility than in prior years.

### c) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's export revenue and long term foreign currency borrowings.

The Company have long term agreements with its major customers, the company face foreign exchange risk in respect of (I) our foreign currency loans, in respect of which selectively hedge currency exchange rate risk, (ii) currency mismatches between income and expenditures, which the company seek to manage as much as possible by matching income currency to expenditure currency, and (iii) currency translation for the purpose of preparing consolidated financial statements, on account of global operations.

## Notes to the Standalone Financial Statements for the year ended 31 March 2024

The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

(Amount in millions)

Particular	Currency	Description	Year ended	Year ended
			31 <sup>st</sup> March, 2024	31 <sup>st</sup> March 2023
a) Receivables	USD	Sale	6.08	6.98
	EUR	Sale	3.34	2.55
	JPY	Sale	17.54	10.23
b) Payables	EUR	Purchase	-	-
	JPY	Purchase	0.81	-
c) Bank	USD		-	-
d) Other Receivable	USD		0.04	0.05
	EUR		0.04	-
e) Other Payables	USD		0.01	0.02
	JPY		-	4.82

### Foreign currency sensitivity

With respect to the above unhedged exposure the sensitivity is as follows:

(Amount in millions)

Particular	Effect on profit and equity	
	Year ended	Year ended
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March 2023
INR/USD-Increase by 5%	25.44	28.83
INR/EUR-Increase by 5%	15.21	11.36
INR/JPY-Increase by 5%	0.46	0.17
INR/USD-Decrease by 5%	(25.44)	(28.83)
INR/EUR-Decrease by 5%	(15.21)	(11.36)
INR/JPY-Decrease by 5%	(0.46)	(0.17)

### d) Commodity price risk

Commodity price risk is the possibility of impact from changes in the prices of raw materials such as steel, which we use in the manufacture of our products. While we seek to pass on input cost increases to our customers, we may not be able to fully achieve this in all situations or at all times.

#### Commodity price sensitivity

As the Company has a back to back pass through arrangements for volatility in raw material prices there is no impact on the profit and loss and equity of the Company.

### e) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, investment in mutual funds, other receivables and deposits, foreign exchange transactions and other financial instruments.

In relation to credit risk arising from financing activities, we monitor our credit spreads and financial strength on a regular basis, and based on our on-going assessment of counterparty risk, we adjust our exposure to various counterparties.

## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### f) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Total Committed working capital limits from Banks	1,650.00	1,650.00
Less: Utilized working capital limit	495.71	54.25
<b>Unutilized working capital limit</b>	<b>1,154.29</b>	<b>1,595.75</b>

### g) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities. The amount disclosed in the table are the contractual undiscounted cash flow.

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
<b>1 Long Term Borrowings</b>		
Upto 1 year	-	-
Between 1 to 5 years	-	-
Over 5 years	-	-
<b>2 Short Term Borrowings</b>		
Upto 1 year	495.71	54.25
Between 1 to 5 years	-	-
Over 5 years	-	-
<b>3 Trade Payables</b>		
Upto 1 year	649.28	553.51
Between 1 to 5 years	-	-
Over 5 years	-	-
<b>4 Lease Liabilities</b>		
Upto 1 year	30.88	27.59
Between 1 to 5 years	46.66	69.82
Over 5 years	34.41	42.43
<b>Total</b>	<b>1,256.94</b>	<b>747.60</b>

## Notes to the Standalone Financial Statements for the year ended 31 March 2024

### 44 FINANCIAL INSTRUMENTS BY CATEGORY AND FAIR VALUE HIERARCHY

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

Particular	Level of Input	Carrying amount		Fair value	
		As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
Financial Assets					
Loan to Employees		185.05	18.67	185.05	18.67
Security Deposits		76.20	74.50	76.20	74.50
Derivative instruments	Level 1	10.68	-	10.68	-
Current Investment	Level 3	1,501.52	160.07	1,501.52	160.07
Trade Receivables		1,115.20	1,289.37	1,115.20	1,289.37
Cash & Bank Balances		80.46	285.31	80.46	285.31
Other Receivables		1.65	3.19	1.65	3.19
Financial Liabilities					
Borrowings		495.71	-	495.71	-
Trade Payables		649.28	553.51	649.28	553.51
Lease liabilities		111.95	139.84	111.95	139.84
Derivative instruments	Level 1	-	14.66	-	14.66
Other financial liabilities		1.47	76.38	1.47	76.38

The management assessed that the fair value of cash and cash equivalent, trade receivables, derivative instruments, trade payables and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values: .

- (i) Long-term fixed-rate and variable-rate receivables are evaluated by the Company based on parameters such as individual creditworthiness of the customer. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.
- (ii) The fair value of other non-current financial liabilities and security deposits, is estimated by discounting future cash flows using 10 year government bond rates. In addition to being sensitive to a reasonably possible change in the forecast cash flows or the discount rate, the fair value of the equity instruments is also sensitive to a reasonably possible change in the growth rates.
- (iii) Further the management assessed that the fair value of loan to employees approximate their carrying amounts largely due to discounting at rates which are an approximation of current lending rates.
- (iv) The Company enters into derivative financial instruments with various counterparties, principally financial institutions with investment grade credit ratings. Foreign exchange forward contracts are valued using valuation techniques, which employs the use of market observable inputs. The most frequently applied valuation techniques

## Notes to the Standalone Financial Statements for the year ended 31 March 2024

include forward pricing using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies and forward rate curves of the underlying. All derivative contracts are fully cash collateralised, thereby eliminating both counterparty and the Company's own non-performance risk. As at March 31, 2024 the marked-to-market value of derivative asset positions is net of a credit valuation adjustment attributable to derivative counterparty default risk. The changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationships and other financial instruments recognised at fair value.

### Reconciliation of fair value measurement of financial assets/(liabilities) classified as FVTOCI:

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
<b>Derivatives</b>		
<b>Assets</b>		
Forward Currency Contract	10.68	-
<b>Liabilities</b>		
Forward Currency Contract	-	14.66

## 45 Capital management

The capital includes issued equity capital and other equity reserves attributable to the equity holders of the company. The primary objective of the company's capital management is to maintain optimum capital structure to reduce cost of capital and to maximize the shareholder value. The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants which otherwise would permit the banks to immediately call loans and borrowings. In order to maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Borrowings	495.71	-
Less: cash and other liquid assets	80.46	285.30
Net Debt	415.25	(285.30)
Equity	5,564.29	4,986.54
Debt/Equity ratio	0.09	-

## 46 Other Disclosure

- (i) There were no transaction which have not been recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- (ii) There was no Immovable Property during the year (other than properties where the Company is the lessee and the lease agreements duly executed in favour of the lessee) whose title deeds are not held in name of the Company.
- (iii) There were no proceedings initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.



## Notes to the Standalone Financial Statements for the year ended 31 March 2024

- (iv) There were no transactions and / or outstanding balances with struck off Companies under section 248 of the Companies Act 2013 or section 560 of the Companies Act 1956.
- (v) The Company does not have any charge which is yet to be registered with the Registrar of Companies beyond the statutory period.
- (vi) The Company has invested funds in subsidiaries directly or through its wholly owned subsidiaries. The Company has complied with the number of layers prescribed under section 2 (87) of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.
- (vii) The Company has not traded or invested in Cryptocurrency or Virtual Currency during the financial year.
- (viii) During the year ended March 31, 2024, the Company was not a party to any approved scheme which needs approval from a competent authority in terms of Sections 230 to 237 of the Companies Act, 2013.
- (ix) The Company has not been declared a wilful defaulter by any bank or financial institution or government or any government authority.
- 47** Previous Year figures have been re-grouped/ re-arranged/ re-classified wherever necessary to correspond with the current year's classification/ disclosure.

As per our report of even date attached.

**For S.C. VARMA AND CO.**

Chartered Accountants  
Firm Regn. No.000533N

For and on behalf of the Board of Directors

**Uniparts India Limited**

**S.C. Varma**

Partner, Membership No.011450

**Gurdeep Soni**

(Chairman & Managing  
Director)  
[DIN: 00011478]

**Sanjeev Kumar Chanana**

(Independent Director)  
[DIN: 00112424]

Date : 28 May 2024

Place : New Delhi

**Rohit Maheshwari**

(Chief Financial Officer)  
[FCA: 093127]

**Jatin Mahajan**

(Company Secretary)  
[FCS: 6887]



# Consolidated Financial Statements

# Independent Auditor's Report

To,  
The Members of  
**Uniparts India Limited**

## Report on the Audit of the Consolidated Financial Statements

### Opinion

We have audited the accompanying consolidated financial statements of Uniparts India Limited (hereinafter referred to as "the Holding Company") and its subsidiaries listed in Appendix-1 (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2024, and the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013, as amended (the "Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2024, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated changes in equity for the year ended on that date.

### Basis of Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act.

Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context. We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

## Description of Key Audit Matter

### a. Revenue recognition - See note 2.8 and note 20 to the consolidated financial statements

Key Audit Matter	How the matter was addressed in our audit
<p>The Company has revenue from multiple locations geographically spread across India.</p> <p>Revenue is recognized based on the accounting policies disclosed in the note 2.8 to the consolidated financial statements.</p>	<p>Our audit procedures included but not limited to:</p> <ul style="list-style-type: none"> <li>- We obtained inco-terms and confirmed our understanding of the Company's sales process from initiation to collection of receivables, including design and implementation of controls and tested the operating effectiveness of these controls.</li> </ul>
<p>Revenue from the sale of goods is recognized at the moment when customer obtains control of the goods at different point in time based delivery terms. Accordingly, the Group satisfies its performance obligation at the time of dispatch of goods from factory/ stockyard/ storage area/ port as the case may be; and is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts, claims paid and volume rebates.</p> <p>Revenue is presented net of Goods and Service Tax, wherever applicable. The company uses a variety of shipment terms with customers across its operating markets which has an impact on the timing of revenue recognition. Given the nature of industry in which the company operates and given the fact that the company's ascertainment of timing of revenue recognition, is a key audit consideration for sales transactions occurring at or near to the year end.</p> <p>Refer note 2.8 and note 20 of the Consolidated Financial Statements.</p>	<ul style="list-style-type: none"> <li>- We read and understood the Company's accounting policy for recognition of revenue for each stream as per "Ind AS 115.</li> <li>- We performed transactions testing based on a representative sampling of the sales orders to assess revenue recognition and recognition of trade receivables including transactions occurring at or near the year end.</li> <li>- We performed cut off testing for sales made near the reporting date and tested whether the revenue was recognized in the appropriate period by testing shipping records and sales invoices for sample transactions and tested the management assessment involved in this process, wherever applicable.</li> <li>- Performed reconciliation of revenue with GST returns filed with the Government.</li> <li>- We have relied on the work performed by the independent auditors of the respective subsidiary or step down subsidiary in this regard of which statutory audit has been conducted by other auditors and whose reports have been submitted to us by the management of the Company.</li> </ul>

### b. Trade Receivables - See note 8, note 41, note 42 and note 43 to the consolidated financial statements

Key Audit Matter	How the matter was addressed in our audit
<p>Refer to note 8 on trade receivables and Note 41 for hedging, note 42 the related risks such as credit risk and note 43 for disclosures on fair value of the trade receivables. The Company's major revenue arises from sales provided to manufacturers of OEM and other customers in domestic and overseas market. The trade receivables are typically unsecured. The collectability of trade receivables is a key element of the Company's working capital management. In events or changes in circumstances indicating individual or class of trade receivables is required to be reviewed on qualitative aspects, necessary provisions are made.</p>	<p>Our audit procedures included but not limited to:</p> <p>We assessed the Company's processes and controls relating to the monitoring of trade receivables and considered ageing to identify collection risks. We assessed management's assumptions used to calculate the impairment loss on trade receivables, through analyses of ageing of receivables, assessment of significant overdue trade receivables. We assessed the adequacy of the disclosures on the trade receivables, hedging, the related risks such as credit risk and fair value in note 8, note 41, note 42 and note 43.</p> <p>We have relied on the work performed by the independent auditors of the respective subsidiary or step down subsidiary in this regard of which statutory audit has been conducted by other auditors and whose reports have been submitted to us by the management of the Company.</p>

## Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Company's management and Board of Directors are responsible for the preparation of other information. The other information comprises the information included in the Management discussion and analysis, Board's Report including annexures to Board's Report and Corporate Governance Report, but does not include the consolidated financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in sec. 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/loss and other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Board of Directors of the entities included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each entity and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board of Directors of the entities included in the Group are responsible for assessing the ability of each entity to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the entity or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the entities included in the Group are responsible for overseeing the financial reporting process of each entity of the Group.

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements for the financial year ended March

31, 2024. We also provide those charged with governance with the statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

## Other Matters

We did not audit the financial statements and other financial information, in respect of subsidiaries listed in Appendix II, whose financial statements include total assets of Rs. 5,189.65 million as at March 31, 2024, and total revenues of Rs. 6,851.32 million and net cash inflows of Rs. 23.97 million for the year ended on that date. These financial statement and other financial information have been audited by other auditors, whose reports have been furnished to us by the management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and step down subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and step down subsidiaries, is based solely on the reports of such other auditors.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

## Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries and step down subsidiaries, as noted in the 'other matters' paragraph we report, to the extent applicable, that:
  - a) We /the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors except for the matters stated in the paragraph 1(i)(vi) below on reporting under

- Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and its subsidiaries incorporated in India and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) with respect to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 1(b) above on reporting under Section 143(3)(b) of the Act and paragraph 1(i) (vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- g) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditor's reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of those companies, for reasons stated therein.
- h) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries incorporated in India, the managerial remuneration for the year ended March 31, 2024 has been paid/provided by the Holding Company and its subsidiaries incorporated in India to their directors in accordance with the provisions of Section 197 read with Schedule V to the Act. The remuneration paid to any director by the Holding Company and its subsidiary which is incorporated in India, is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.
- i) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries and step down subsidiaries:
- i. The Consolidated Financial Statements disclose the impact of pending litigations on its consolidated financial position of the Group in its Consolidated Financial Statements – Refer Note 31 to the Consolidated Financial Statements;
  - ii. Provision has been made in the Consolidated Financial Statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiaries incorporated in India during the year ended March 31, 2024.
- iv) (a) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or



entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (b) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v) The dividend declared or paid during the year by the Company is in compliance with Section 123 of the Act.

The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act.

The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with Section 123 of the Act, as applicable.

- vi) The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April, 2023:

Based on our examination which included test checks, the Company, in respect of financial year commencing on April 1, 2023, has used an accounting software for maintaining its books of account which has feature of recording audit trail (edit log) and the same has operated throughout the year for all relevant transactions recorded in the software except that audit trail feature was not enabled at the database level of accounting software to log any direct data changes. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with on accounting software where this feature is enabled.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, thus reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries in India, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

**For S.C.Varma and Co.**

Chartered Accountants

Firm Registration No: 000533N

**(S.C. Varma)**

Partner

M. No.: 011450

UDIN: 24011450BJZWKS9864

Place: New Delhi

Date : 28<sup>th</sup> May 2024



## Annexure - A to the Independent Auditors' Report

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Uniparts India Limited ("the Company") as at 31<sup>st</sup> March, 2024 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

#### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2024 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to

an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and



expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the

internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**.For S.C.Varma and Co.**

Chartered Accountants  
Firm Registration No: 000533N

**(S.C. Varma)**

Partner  
M. No.: 011450  
UDIN: 24011450BJZWKS9864

Place: New Delhi  
Date : 28<sup>th</sup> May 2024

## Appendix –I

Appendix appended to Independent Auditors' Report for the financial year 2023-24 List of subsidiary:

S. No.	Name of the Company	Country of Incorporation	% of Holding as at the year end 31 March, 2024	Subsidiary/ Step down subsidiary
1	Gripwel Fasteners Pvt. Ltd.	India	100%	Subsidiary
2	Gripwel Conag Pvt. Ltd.	India	100%	Subsidiary
3	Uniparts USA Ltd.	U.S.A	100%	Subsidiary
4	Uniparts India GmbH	Germany	100%	Subsidiary
5	Uniparts Olsen Inc.*	U.S.A	100%	Step down subsidiary

\*held through Uniparts USA Ltd.

## Appendix-II

Appendix appended to Independent Auditors' Report for the financial year 2023-24

S. No.	Name of Subsidiary/step down subsidiary	Name of Auditor for the financial year ended March 31, 2024
1	Uniparts USA Ltd.	KNAV CPA LLP
2	Uniparts Olsen Inc.*	KNAV CPA LLP
3	Uniparts India GmbH	dhpg Wirtschaftsprüfer Rechtsanwälte Steuerberater GmbH & Co. KG

\* held through Uniparts USA Ltd.



## Consolidated Balance Sheet as at 31 March 2024

(INR in millions)

	Notes	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	3	2,001.36	2,036.94
Right-of-Use Assets	3	616.25	655.60
Capital work-in-progress	3	127.81	71.27
Goodwill		663.90	659.99
Other intangible assets	3	18.18	16.02
Intangible assets under development	3	-	1.41
Financial assets			
Other financial assets	4	63.94	62.10
Current tax assets (Net)		74.86	59.22
Other assets	5	21.26	32.62
<b>Total non-current assets</b>		<b>3,587.56</b>	<b>3,595.17</b>
<b>CURRENT ASSETS</b>			
Inventories	6	4,244.09	4,530.28
Financial assets			
Investments	7	1,562.84	250.17
Trade receivables	8	1,334.80	1,553.34
Cash and cash equivalents	9	188.90	386.44
Other balances with banks	9	1.47	0.33
Derivative instruments		14.48	-
Loans	10	2.21	3.84
Other financial assets	4	31.62	33.16
Other assets	5	319.56	220.78
<b>Total current assets</b>		<b>7,699.97</b>	<b>6,978.34</b>
<b>Total Assets</b>		<b>11,287.53</b>	<b>10,573.51</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity share capital	11	451.34	446.20
Other equity	12	8,227.47	7,860.04
<b>Total equity</b>		<b>8,678.81</b>	<b>8,306.24</b>
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
Financial liabilities			
Borrowings	13	21.74	93.87
Lease liabilities	14	317.62	359.75
Provisions	15	159.52	164.47
Deferred tax liabilities (Net)	16	226.24	228.86
Other liabilities	17	10.21	10.62
<b>Total non-current liabilities</b>		<b>735.33</b>	<b>857.57</b>
<b>CURRENT LIABILITIES</b>			
Financial liabilities			
Borrowings	13	597.43	80.70
Lease liabilities	14	88.85	75.76
Derivative instruments		-	19.40
Trade payables due to:	18		
Micro enterprises and small enterprises		133.76	289.74
Other than micro enterprises and small enterprises		708.05	414.99
Other financial liabilities	19	1.47	76.38
Other liabilities	17	266.58	296.51
Provisions	15	66.97	63.01
Current tax payable		10.28	93.21
<b>Total current liabilities</b>		<b>1,873.39</b>	<b>1,409.70</b>
<b>Total equity and liabilities</b>		<b>11,287.53</b>	<b>10,573.51</b>
Summary of accounting policies	1 & 2		
See accompanying Notes to the Financial Statements			

As per our report of even date attached.

**For S.C. VARMA AND CO.**

Chartered Accountants  
Firm Regn. No.000533N

**S.C. Varma**

Partner, Membership No.011450

Date : 28 May 2024

Place : New Delhi

For and on behalf of the Board of Directors

**Uniparts India Limited**

**Gurdeep Soni**  
(Chairman & Managing Director)  
[DIN: 00011478]

**Rohit Maheshwari**  
(Chief Financial Officer)  
[FCA: 093127]

**Sanjeev Kumar Chanana**  
(Independent Director)  
[DIN: 00112424]

**Jatin Mahajan**  
(Company Secretary)  
[FCS: 6887]

## Consolidated Statement of Profit and Loss for the year ended 31 March 2024

(INR in millions)

	Notes	Year ended 31 <sup>st</sup> March 2024	Year ended 31 <sup>st</sup> March 2023
<b>INCOME</b>			
Revenue from operations	20	11,395.35	13,660.21
Other income	21	93.25	162.23
<b>Total Income</b>		<b>11,488.60</b>	<b>13,822.44</b>
<b>EXPENSES</b>			
Cost of materials consumed	22	3,966.47	4,966.79
Changes in inventories of finished goods, work-in-progress, stock-in-trade and scrap	23	264.08	(91.47)
Employee benefits expense	24	2,457.55	2,396.45
Finance costs	25	56.37	59.73
Depreciation and amortization expenses	26	417.16	390.28
Other expenses	27	2,693.41	3,418.34
<b>Total expenses</b>		<b>9,855.04</b>	<b>11,140.12</b>
<b>Profit before tax</b>		<b>1,633.56</b>	<b>2,682.32</b>
<b>TAX EXPENSES</b>			
Current tax	28	403.40	661.17
Earlier years		2.00	(5.23)
Deferred tax		(18.72)	(22.55)
<b>Total tax expenses</b>		<b>386.68</b>	<b>633.39</b>
<b>Profit for the year</b>		<b>1,246.88</b>	<b>2,048.93</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
Items that will not be reclassified to Profit or Loss			
Re-measurement gains / (losses) of defined benefit plans		13.62	16.61
Income tax effect		(3.42)	(4.18)
		<b>10.20</b>	<b>12.43</b>
Items that will be reclassified to Profit or Loss			
Effective portion of cash flow hedge		33.89	(55.02)
Exchange differences in translating the financial statements of foreign operations		(46.34)	(82.39)
Income tax effect		(8.53)	13.85
Net gain on FVTOCI debt instruments		7.14	-
Income tax effect		(1.80)	-
		<b>(15.64)</b>	<b>(123.56)</b>
<b>Total other comprehensive income/(loss) for the year (net of tax)</b>		<b>(5.44)</b>	<b>(111.13)</b>
<b>Total comprehensive income for the year</b>		<b>1,241.44</b>	<b>1,937.80</b>
<b>EARNINGS PER EQUITY SHARE OF FACE VALUE OF ₹ 10 EACH</b>			
Basic (In ₹)	29	28.13	46.32
Diluted (In ₹)		27.63	45.40
Summary of accounting policies	1 & 2		
See accompanying Notes to the Financial Statements			

As per our report of even date attached.

**For S.C. VARMA AND CO.**

Chartered Accountants

Firm Regn. No.000533N

For and on behalf of the Board of Directors

**Uniparts India Limited****S.C. Varma**

Partner, Membership No.011450

**Gurdeep Soni**(Chairman & Managing  
Director)

[DIN: 00011478]

**Sanjeev Kumar Chanana**

(Independent Director)

[DIN: 00112424]

Date : 28 May 2024

Place : New Delhi

**Rohit Maheshwari**

(Chief Financial Officer)

[FCA: 093127]

**Jatin Mahajan**

(Company Secretary)

[FCS: 6887]



## Consolidated Statement of Cash Flow For the year ended 31<sup>st</sup> March, 2024

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Profit before tax	1,633.56	2,682.32
<b>Adjustments for:</b>		
Depreciation and amortization expenses	417.16	390.28
Interest expenses	22.18	33.05
Interest income	(28.22)	(13.62)
Deferred tax	(16.36)	(9.36)
Interest on lease liabilities	20.69	14.65
Expense on employee stock option scheme	1.81	2.83
Amount received to Uniparts Employees Stock Option Plan (ESOP) Trust	32.13	9.26
(Profit) / loss on sale of property, plant and equipment	(1.06)	8.55
Fixed assets written-off	1.33	-
Unrealised foreign exchange (gain)/ loss	1.22	17.27
Net gain on fair valuation of financial instruments (FVTPL)	(8.32)	-
Exchange difference on translation of assets and liabilities	(55.81)	(125.14)
<b>Operating profit before working capital changes</b>	<b>2,020.31</b>	<b>3,010.09</b>
<b>Adjustments for changes in working capital :</b>		
Increase/(decrease) in loans	1.63	(0.84)
(Increase)//decrease in other financial assets (non-current)	(1.84)	(15.02)
(Increase)//decrease in other non-current assets	11.36	(6.50)
(Increase)//decrease in inventories	286.20	(110.86)
(Increase)//decrease in trade receivables	216.46	371.75
(Increase)//decrease in other financial assets (current)	1.54	(32.38)
(Increase)//decrease in current tax assets (net)	(15.59)	89.19
(Increase)//decrease in other current assets	(98.80)	59.19
Increase/(decrease) in provisions (non-current)	8.67	13.82
Increase/(decrease) in other non-current liabilities	(0.41)	0.38
Increase/(decrease) in trade payables	137.93	(190.66)
Increase/(decrease) in other financial liabilities	(74.90)	76.38
Increase/(decrease) in other current liabilities	(29.59)	(37.55)
Increase/(decrease) in current tax liabilities	(82.92)	(74.37)
Increase/(decrease) in provisions (current)	3.96	8.28
<b>Cash generated from/(used in) operations</b>	<b>2,384.01</b>	<b>3,160.90</b>
Income tax (paid) / refunds	(386.68)	(633.39)
<b>Net cash flow from/ (used in) operating activities (a)</b>	<b>1,997.33</b>	<b>2,527.51</b>
<b>B. Cash flow from investing activities:</b>		
Payments for purchase of property, plant and equipment and capital work in progress	(349.95)	(315.13)
Payments for purchase of intangible assets	(10.25)	(2.58)
Proceeds from sale of property, plant and equipment	24.07	18.13
(Investment)/Redemption in financial instrument	(1,297.20)	(250.17)
Interest received	28.22	13.62
<b>Net cash flow from/ (used in) investing activities (b)</b>	<b>(1,605.11)</b>	<b>(536.13)</b>

## Consolidated Statement of Cash Flow

For the year ended 31<sup>st</sup> March, 2024

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
<b>C. Cash flow from financing activities</b>		
Proceeds/(repayment) from short term borrowings	516.72	(1,143.88)
Interest on lease liabilities	(20.69)	(14.65)
Payment of Lease Liabilities	(87.96)	(66.76)
Repayment of long term borrowings	(72.13)	(20.81)
Proceeds from long term borrowings	-	66.07
Interest paid	(22.18)	(33.05)
Payment of dividend on equity shares	(902.68)	(539.40)
<b>Net cash flow from/ (used in) financing activities (c)</b>	<b>(588.92)</b>	<b>(1,752.48)</b>
<b>Net increase/(decrease) in cash and cash equivalents (a+b+c)</b>	<b>(196.70)</b>	<b>238.90</b>
<b>Opening balance of cash and cash equivalents</b>	<b>386.76</b>	<b>139.95</b>
<b>Net increase/(decrease) in temporary overdraft</b>	<b>(0.34)</b>	<b>(2.56)</b>
<b>Effects of exchange difference on cash and cash equivalent held in foreign currency</b>	<b>0.65</b>	<b>10.47</b>
<b>Closing balance of cash and cash equivalents [Refer Note 9]</b>	<b>190.37</b>	<b>386.76</b>
<b>Cash and cash equivalents comprises :</b>		
Cash in hand	1.06	0.98
Balances with banks	187.84	385.46
Other bank balances	1.47	0.32

The above Consolidated Statement of Cash Flows has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7) - "Statement of Cash Flows".

As per our report of even date attached.

**For S.C. VARMA AND CO.**

Chartered Accountants  
Firm Regn. No.000533N

For and on behalf of the Board of Directors

**Uniparts India Limited**

**S.C. Varma**

Partner, Membership No.011450

**Gurdeep Soni**

(Chairman & Managing  
Director)

[DIN: 00011478]

**Sanjeev Kumar Chanana**

(Independent Director)

[DIN: 00112424]

Date : 28 May 2024

Place : New Delhi

**Rohit Maheshwari**

(Chief Financial Officer)

[FCA: 093127]

**Jatin Mahajan**

(Company Secretary)

[FCS: 6887]



## Consolidated Statement of Changes in Equity For the year ended 31<sup>st</sup> March, 2024

### A EQUITY SHARE CAPITAL

(INR in millions)

	Amount
Balance at 1 <sup>st</sup> April, 2022	451.34
Change during the year 2022-23	-
Balance at 1 <sup>st</sup> April, 2023	451.34
Change during the year 2023-24	-
<b>Balance at 31<sup>st</sup> March, 2024</b>	<b>451.34</b>

### B. OTHER EQUITY

(INR in millions)

Particulars	Reserves and Surplus				Items of other comprehensive income			
	Security premium	General reserve	Retained earnings	Employees Stock Options Outstanding	Net gain on FVTOCI debt instruments	Exchange differences in translating the financial statements of foreign operations	Effective portion of cash flow hedge	Total
Balance as at 1 <sup>st</sup> April, 2023	883.27	12.05	7,963.01	6.07	-	(961.40)	(15.97)	7,887.03
Profit for the period	-	-	1,246.88	-	-	-	-	1,246.88
Other comprehensive income for the year	-	-	10.20	-	5.34	(46.34)	25.36	(5.44)
Total comprehensive income for the year	883.27	12.05	9,220.09	6.07	5.34	(1,007.74)	9.39	9,128.47
Payment of dividend on equity shares	-	-	(902.68)	-	-	-	-	(902.68)
Amount recongised during the year	5.41	-	-	(5.41)	-	-	-	-
ESOP granted during the year	-	-	-	1.68	-	-	-	1.68
	<b>888.68</b>	<b>12.05</b>	<b>8,317.41</b>	<b>2.34</b>	<b>5.34</b>	<b>(1,007.74)</b>	<b>9.39</b>	<b>8,227.47</b>
Amount recoverable from uniparts employees stock option	-	-	-	-	-	-	-	-
<b>Balance as at 31<sup>st</sup> March, 2024</b>	<b>888.68</b>	<b>12.05</b>	<b>8,317.41</b>	<b>7.75</b>	<b>-0.07</b>	<b>(1,007.74)</b>	<b>9.39</b>	<b>8,227.47</b>



## Consolidated Statement of Changes in Equity For the year ended 31<sup>st</sup> March, 2024

### B. OTHER EQUITY (contd.)

(INR in millions)

Particulars	Reserves and Surplus				Items of other comprehensive income			
	Security premium	General reserve	Retained earnings	Special Economic Zone re-investment reserve	Employees Stock Options Outstanding	Exchange differences in translating the financial statements of foreign operations	Effective portion of cash flow hedge	Total
<b>Balance as at 1<sup>st</sup> April, 2022</b>	845.99	12.05	6,367.66	30.00	40.52	(879.01)	25.21	6,442.42
Profit for the year			2,048.93	-	-	-	-	2,048.93
Other comprehensive income for the year	-	-	12.43	-	-	(82.39)	(41.18)	(111.14)
Total comprehensive income for the year	845.99	12.05	8,429.02	30.00	40.52	(961.40)	(15.97)	8,380.21
Payment of dividend on equity shares	-	-	(539.40)	-	-	-	-	(539.40)
Liquidation of subsidiary	-	-	43.39	-	-	-	-	43.39
Transferred to the surplus/(deficit) in the statement of Profit and Loss	-	-	-	(30.00)	-	-	-	(30.00)
Transfer from Special Economic Zone re-investment reserve	-	-	30.00	-	-	-	-	30.00
Amount reconginsed during the year	37.28	-	-	-	(37.28)	-	-	-
ESOP granted during the year	-	-	-	-	2.83	-	-	2.83
	<b>883.27</b>	<b>12.05</b>	<b>7,963.01</b>	<b>-</b>	<b>6.07</b>	<b>(961.40)</b>	<b>(15.97)</b>	<b>7,887.03</b>
Amount recoverable from uniparts employees stock option	(26.99)	-	-	-	-	-	-	(26.99)
<b>Balance as at 31<sup>st</sup> March, 2023</b>	<b>856.28</b>	<b>12.05</b>	<b>7,963.01</b>	<b>-</b>	<b>6.07</b>	<b>(961.40)</b>	<b>(15.97)</b>	<b>7,860.04</b>

As per our report of even date attached.

**For S.C. VARMA AND CO.**

Chartered Accountants  
Firm Regn. No.000533N

**S.C. Varma**

Partner, Membership No.011450

Date : 28 May 2024

Place : New Delhi

For and on behalf of the Board of Directors

**Uniparts India Limited**

**Gurdeep Soni**

(Chairman & Managing  
Director)

[DIN: 00011478]

**Rohit Maheshwari**

(Chief Financial Officer)

[FCA: 093127]

**Sanjeev Kumar Chanana**

(Independent Director)

[DIN: 00112424]

**Jatin Mahajan**

(Company Secretary)

[FCS: 6887]



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### 1) Corporate Information

The Consolidated financial statements comprise financial statements of Uniparts India Limited ("the Company") and its subsidiaries (collectively, the Group) for the year ended 31 March 2024. The Company is a company (limited by shares) incorporated under the provisions of Companies Act, 1956. The Company is domiciled in India having its registered office at Gripwel House, Block-5, C6 & 7, Vasant Kunj, New Delhi 110070, India. The Group is engaged into manufacturing, sales and export of linkage parts and components for Off - Highway Vehicles. Information on other related party relationships of the Group is provided in Note 38.

The Group caters to both domestic and international markets. The Company's CIN is L74899DL1994PLC061753.

### 2) Material Accounting Policies:

#### 2.1) Basis of Preparation

The Consolidated financial statements are prepared on an accrual basis under historical cost convention except for certain financial instruments which are measured at fair value. These financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 ("The Act") and other relevant provisions of the Act, as applicable

The Consolidated financial statements are presented in Indian Rupees (₹), which is also its functional currency and all values are rounded to the nearest million (₹ 0,00,000), except when otherwise indicated.

#### 2.2) Basis of Consolidation

The Consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at March 31, 2024 and March 31 2023. Subsidiary companies are all entities over which the Group has control. The control is achieved when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity.

The Group re-assesses whether or not it controls an entity in case facts and circumstances indicate that there are changes to one or more of the elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary. Intercompany transactions, balances and unrealised gain/loss on transactions between Group companies are eliminated.

The Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

#### 2.3) Business combinations and goodwill

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquire.

Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in the Consolidated

## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

statement of profit and loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in Other Comprehensive Income (OCI) and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the Company recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquirer are assigned to those units.

### 2.4) Current versus non-current classification

The assets and liabilities are presented as current or non-current in the balance sheet by the Group.

An asset is treated as current when it is expected that it will be realised or intended to be sold or consumed in normal operating cycle, it is held primarily for trading purposes, it is expected to be realised within twelve months after the reporting period or cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are treated as non-current in the balance sheet.

A liability is treated as current when it is expected to be settled in normal operating cycle, if it is held primarily for the purpose of trading, it is due to be settled within twelve months after the end of the reporting period or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current in the balance sheet.

The Group identifies its operating cycle as twelve months.

Deferred tax asset and liabilities are classified as non-current assets or liabilities in the balance sheet.

### 2.5) Critical Accounting Judgments & key sources of Estimation uncertainties

The following are the critical judgments and the key estimates concerning the future that management has made in the process of applying the Group's accounting policies and these may have the most significant effect on the amounts recognized in the Consolidated financial statements or have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. The estimates and associated assumptions are based on historical experiences and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an on-going basis. Revision of accounting estimates are recognised in the period in which the estimates are revised if the revision affects only that period or in the period of the revision and future periods where revision affects both current and future periods.

#### Intangible Assets

Capitalization of cost for intangible assets and intangible assets under development is based on the management judgment that technological and economic feasibility is confirmed and assets under development will generate economic benefits in future. Based on the evaluation carried out, the Group's management has determined that there are no factors which indicate that those assets have suffered any impairment loss.

#### Useful life of depreciable Assets

Management reviews the useful life of depreciable assets at each reporting date. As at March 31, 2024 management assessed that the useful life represents the expected utility of the assets by the Group. Further there is no significant change in useful life as compared to the previous year.



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exist, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Unit's (CGU) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. In determining the fair value less costs to disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Intangible assets under development are tested for impairment annually. Impairment losses including impairment on inventories are recognised in the Consolidated statement of profit and loss.

### Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

### Defined benefit plans

The cost of the defined benefit gratuity plan, other post-employment plans and the present value of the gratuity obligation is determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at interval in response to demographic changes.

Further details about gratuity obligations are given in Note 33

### Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using suitable valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 43 for further disclosures.

### Income tax and deferred tax

Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

## 2.6) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### Initial Recognition and measurement

On initial recognition, all the financial assets are recognized at their fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability.

All financial liabilities are recognised initially at fair value and, in the case of loans, borrowings and payables, net of directly attributable transaction costs.

## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

### Subsequent measurement

#### (i) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The trade & other receivables, after initial measurement are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the Consolidated statement of profit and loss. The losses arising from impairment are recognised in the Consolidated statement of profit and loss.

#### (ii) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets included within the FVTOCI are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses, reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Consolidated statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method."

#### (iii) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories is subsequently measured at fair value through profit or loss.

#### (iv) Financial liabilities

**a)** The financial liabilities are subsequently carried at amortized cost using the effective interest rate method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short-term maturity of these instruments. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

**b)** Loans and borrowings is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Consolidated statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. In the calculation of amortised cost, discount or premium on acquisition and fees or costs that are an integral part of the EIR are taken into account. This category generally applies to borrowings.

### Fair value measurement of financial instruments

The fair value of financial instruments is determined using the valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Based on the three level fair value hierarchy, the methods used to determine the fair value of financial assets and liabilities include quoted market price, discounted cash flow analysis and valuation certified by the external valuer.



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

In case of financial instruments where the carrying amount approximates fair value due to the short maturity of those instruments, carrying amount is considered as fair value.

### **Derecognition of financial instrument**

A financial asset is derecognized when the contractual rights to the cash flows from the financial asset expire or has transferred the financial asset and the transfer qualifies for derecognition under Ind AS 109.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

A financial liability is derecognized when the obligation specified in the contract is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Consolidated statement of profit and loss.

### **2.7) Inventories**

Inventories are valued as below:

- (i) Raw Materials, Packing Materials and Consumable Stores & Spares are valued at cost computed on FIFO method.
- (ii) Work-in-progress are valued at materials cost plus appropriate share of labour and production overheads incurred till the stage of completion of production.
- (iii) Finished Goods are valued at lower of the cost or net realizable value.
- (iv) Scrap is valued at net realizable value calculated based on last month's average realization.

### **2.8) Revenue Recognition**

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue is presented net of Goods and Service Tax, wherever applicable. However, Goods & Service Tax (GST) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, these are excluded from revenue.

The specific recognition criteria as described below must also be met before revenue is recognised.

#### **Sale of Goods**

Revenue is recognised when the customer obtains control of the goods. The customer obtains control of goods at the different point in time based on the delivery terms. Accordingly, Group satisfies its performance obligation at the time of dispatch of goods from the factory/stockyard/storage area/port as the case may be and accordingly revenue is recognised. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

The determination of transaction price, its allocation to promised goods and allocation of discount or variable compensation (if any) is done based on the contract with the customers.

The incremental costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained are recognised as an asset if its recovery is expected and its amortisation period is more than one year, all other such costs are recognised as an expense in Consolidated statement of profit and loss. The incremental cost recognised as an asset is amortised over the period till when such cost is expected to be recovered. Amount so recovered is recognised as revenue in Consolidated statement of profit and loss.

## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### Export incentives

Revenue from export incentives are accounted for on export of goods if the entitlements can be estimated with reasonable assurance and conditions precedent to claim are fulfilled.

### Die design and preparation charges

Revenues from die design and preparation charges are recognized as per the terms of the contract as and when the significant risks and rewards of ownership of dies are transferred to the buyers.

### Interest income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the Consolidated statement of profit and loss.

### Dividends

Dividend income is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

### Insurance and other claims

Insurance and other claims are recognised as revenue only when it is reasonably certain that the ultimate collection will be made.

## 2.9) Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the consolidated statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate.

Where the grant relates to an asset, it is recognized as deferred income and is allocated to consolidated statement of profit and loss over the periods and in the proportions in which depreciation on those assets is charged.

## 2.10) Property, Plant & Equipment

### Tangible Assets

Depreciation on tangible assets is provided on the straight-line method at the rates and manner prescribed under Schedule II of the Companies Act, 2013 except in the case of Plant and Machinery where the depreciation has been provided on the basis of the useful lives of the assets estimated by the management based on internal assessment and independent technical evaluation carried out by external Chartered Engineer at the time of adoption of Companies Act, 2013. Depreciation for the assets purchased / sold during the year is proportionately charged.

The estimated useful lives are as mentioned below:

Type of Asset	Method	Useful Lives
Leasehold land	Straight Line	Over the period of lease or estimated useful life, whichever is lower.
Factory Building	Straight Line	30 Years
Furniture & Fittings	Straight Line	10 Years
Plant and Machinery	Straight Line	10 - 20 Years
Office Equipment	Straight Line	5 Years
Computers	Straight Line	3 - 6 Years
Vehicles	Straight Line	8-10 Years

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Consolidated statement of profit and loss account when the asset is derecognised.



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Property, plant and equipment are stated at cost of acquisition or construction net of accumulated depreciation and impairment loss (if any). Internally manufactured property, plant and equipment are capitalized at cost, including non-cenvatable excise duty, wherever applicable, GST wherever applicable. All significant costs relating to the acquisition and installation of property, plant and equipment are capitalised. Such cost includes the cost of replacing part of the property, plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in Consolidated statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. Refer to note regarding significant accounting judgments, estimates and assumptions and provisions for further information.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised.

### 2.11) Intangible Assets

#### Recognition and initial measurement

Purchased Intangible assets are stated at cost less accumulated amortisation and impairment, if any.

#### Internally developed intangible assets

Expenditure on the research phase of projects is recognised as an expense as incurred.

Costs that are directly attributable to a project's development phase are recognised as intangible assets, provided the Company can demonstrate the following:

- the technical feasibility of completing the intangible asset so that it will be available for use.
- its intention to complete the intangible asset and use or sell it
- its ability to use or sell the intangible asset
- how the intangible asset will generate probable future economic benefits
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset.
- its ability to measure reliably the expenditure attributable to the intangible asset during its development costs not meeting these criteria for capitalisation are expensed as incurred.

Directly attributable costs include employee costs incurred on development of prototypes along with an appropriate portion of relevant overheads and borrowing costs.

#### Goodwill

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, If there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquire are assigned to those units.

### 2.12) Foreign Currency Transactions

Functional and presentation currency

The financial statements are presented in Indian Rupee (INR) and are rounded to two decimal places of Million, which is also the functional and presentation currency of the Group.

Transactions and balances

Foreign currency transactions are recorded in the functional currency, by applying to the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Foreign currency monetary items are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transactions.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the Consolidated statement of profit and loss in the year in which they arise.

### 2.13) Employee Benefits

#### (i) Short term employee benefits

All employee benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service, are classified as short term employee benefits, which include salaries, wages, short term compensated absences and performance incentives and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet. These are recognised as expenses in the period in which the employee renders the related service.

#### (ii) Post-employment benefits

Contributions towards Superannuation Fund, Pension Fund and government administered Provident Fund are treated as defined contribution schemes. In respect of contributions made to government administered Provident Fund, the Group has no further obligations beyond its monthly contributions. Such contributions are recognised as expense in the period in which the employee renders related service.

The cost of defined benefit such as is determined using the projected unit credit method, with actuarial valuation being carried out at each balance sheet date. Actuarial gains and losses in respect of the same are charged to the Other Comprehensive Income (OCI).

#### (iii) Other long-term benefits

All employee benefits other than post-employment benefits and termination benefits, which do not fall due wholly within twelve months after the end of the period in which the employees render the related service, including long term compensated absences, service awards are determined based on actuarial valuation carried out at each balance sheet date. Estimated liability on account of long term employee benefits is discounted to the present value using the yield on government bonds as the discounting rate for the term of obligations as on the date of the balance sheet. Actuarial gains and losses in respect of the same are charged to the Consolidated statement of profit and loss

#### (iv) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or when an employee accepts voluntary retirement in exchange of these benefits. The Group recognises termination benefits at the earlier of the following dates:



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

- (a) when the Group can no longer withdraw the offer of those benefits; or
- (b) when the entity recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of termination benefits. The termination benefits are measured based on the number of employees expected to accept the offer in case of voluntary retirement scheme.

### 2.14) Leases

#### (i) Determining whether an arrangement contains a lease

At inception of a contract, the Group determines whether the contract is, or contains, a lease. The contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset or assets for a period of time in exchange for consideration, even if that right is not explicitly specified in a contract.

At inception or on reassessment of a contract that contains lease component and one or more additional lease or non-lease components, the Group separates payments and other consideration required by the contract into those for each lease component on the basis of their relative Consolidated price and those for non-lease components on the basis of their relative aggregate stand-alone price. If the Group concludes that it is impracticable to separate the payments reliably, then right of use asset and Lease liability are recognised at an amount equal to the present value of future lease payments; subsequently the liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the Group's incremental borrowing rate.

The previous determination pursuant to Ind AS17 and its 'Appendix C' of whether a contract is a lease has been maintained for existing contracts

#### (ii) Group as a lessee

At inception, the Group assesses whether a contract is or contains a lease. This assessment involves the exercise of judgement about whether it depends on an identified asset, whether the Group obtains substantially all the economic benefits from the use of that asset, and whether the Group has the right to direct the use of that asset.

The Group has elected to separate lease and nonlease components of contracts, wherever possible. The Group recognizes a right-of-use asset and a lease liability at the transition date/ lease commencement date. The right-of-use asset is initially measured based on the present value of future lease payments, plus initial direct costs wherever identifiable, and cost to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, and lease payments made at or before the commencement date, less any incentives received. The right-of-use asset is depreciated over the shorter of the lease term or the useful life of the underlying asset. The right-of-use asset is subject to testing for impairment if there is an indicator for impairment.

At the commencement date, Group measures the lease liability at the present value of the future lease payments that are not yet paid at that date discounted using interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group's uses its incremental borrowing rate as the discount rate. The lease liability is measured at amortised cost using the effective interest rate method. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset, if the Company changes its assessment whether it will exercise an extension or a termination option.

Contingent rents payments are recognised as an expense in the period in which they are incurred. Lease payments generally include fixed payments and variable payments that depend on an index (such as an inflation index). When the lease contains an extension or purchase option that the Group considers reasonably certain to be exercised, the cost of the option is included in the lease payments.

The Group has elected not to recognize right-of use assets and liabilities for leases where the total lease term is less than or equal to 12 months, or for leases of low value assets. The payments for such leases are recognized in the Consolidated Statement of Profit and Loss on a straight-line basis over the lease term.

## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### (iii) Group as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease. For operating leases, rental income is recognised on a straight-line basis over the term of the relevant lease."

## 2.15) Taxation

### a) Current Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

### b) Deferred Tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are recognised and carried forward only if it is probable that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted as on the balance sheet date. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax. Current and deferred tax is recognised in profit and loss, except to the extent that it relates to items recognised in other comprehensive income. In this case, the tax is also recognised in other comprehensive income.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

## 2.16) Employee Stock options

The Group has accounted for the share based payment for employees in respect of Group's ESOP - based on the IND AS 102 " Share-based payments" and Guidance Note on "Accounting for Employees Share Based Payment" issued by ICAI ("Guidance Note"). The Group follows the Fair Market Value Method (calculated on the basis of Black-Scholes method) to account for compensation expenses arising from issuance of stock options to the employees and has recognized the services received in an equity-settled employee share-based payment plan as an expense when it receives the services, with a corresponding credit to Stock Options Outstanding Account. Further, employees compensation cost recognized earlier on grant of options is reversed in the year when the Options are surrendered by the employee.

## 2.17) Borrowings & Borrowing Costs

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the Consolidated statement of Profit & Loss over the period of the borrowings using the effective interest rate method. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings, pending their expenditure on qualifying assets, is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in consolidated statement of profit and loss in the period in which they are incurred.

### 2.18) Impairment of Assets

#### Non-financial assets

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the consolidated statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Consolidated statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

#### Financial assets

The Group recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL.

### 2.19) Cash and Cash Equivalents

Cash and cash equivalents includes cash and cheques in hand, current accounts and fixed deposit accounts with banks with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### 2.20) Cash Flow Statement

Cash flows are reported using the indirect method, whereby a profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, financing and investing activities of the Group are segregated.

### 2.21) Provisions and Contingencies

"Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate to determine the present value is a pre-

## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

### 2.22) Derivative financial instruments and hedge accounting

#### Cash Flow Hedge:

The Group enters into derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures.

The effective portion of changes in the fair value of the hedging instruments is recognized in other comprehensive income and accumulated in the cash flow hedging reserve. Such amounts are reclassified in to the consolidated statement of profit or loss when the related hedge items affect profit or loss. Any ineffective portion of changes in the fair value of the derivative or if the hedging instrument no longer meets the criteria for hedge accounting, is recognized immediately in the statement of profit and loss.

Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial instruments at fair value through profit or loss.

### 2.23) Dividend to equity holders of the Group

The Group recognises a liability to make cash or non-cash distributions to equity holders of the Group when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the Corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in other equity.

### 2.24) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker.

### 2.25) Earnings Per Share

Earning per share is calculated by dividing the profit attributable to owners of the Group by the weighted average number of equity shares outstanding during the financial year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### 3. PROPERTY, PLANT & EQUIPMENT, CAPITAL WORK-IN-PROGRESS, OTHER INTANGIBLE ASSETS AND INTANGIBLE ASSETS UNDER DEVELOPMENT

(INR in millions)

Description	Gross Block			Depreciation/Amortisation and Depletion			Net Block	
	As at 1 <sup>st</sup> April 2023	Exchange diff	Additions/ Adjustments	Deductions/ Adjustments	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Property, plant and equipment</b>								
<b>Own Assets:</b>								
Land	34.33	-	-	-	34.33	-	34.33	34.33
Buildings	856.63	0.27	4.34	-	861.24	0.13	537.60	561.74
Leasehold Improvement	-	-	4.20	-	4.20	-	4.16	-
Plant & Machinery	3,364.97	9.12	183.60	69.27	3,488.42	6.90	2,225.31	1,327.54
Furniture & fixtures	56.50	0.04	2.85	2.18	57.21	0.04	41.92	14.65
Vehicles	75.75	0.34	50.05	32.09	94.05	0.28	31.66	34.65
Office Equipments	119.49	0.62	17.26	2.88	134.49	0.60	101.58	26.01
Computers	163.32	0.32	31.12	5.41	189.35	0.30	137.78	51.57
<b>Sub total</b>	<b>4,670.99</b>	<b>10.71</b>	<b>293.42</b>	<b>111.83</b>	<b>4,863.29</b>	<b>8.25</b>	<b>2,861.93</b>	<b>2,001.36</b>
<b>Right-of-Use Assets:</b>								
Land	291.10	-	-	-	291.10	-	45.86	245.24
Buildings	598.42	4.21	58.92	78.33	583.22	2.13	222.91	380.47
Plant and Machinery	27.93	0.36	-	-	28.29	0.20	20.46	7.83
Vehicles	25.58	0.24	-	4.27	21.55	0.22	18.68	2.87
Computer	0.70	0.01	-	-	0.71	-	0.71	0.11
<b>Sub total</b>	<b>943.73</b>	<b>4.82</b>	<b>58.92</b>	<b>82.60</b>	<b>924.87</b>	<b>2.55</b>	<b>308.62</b>	<b>616.25</b>
<b>Total (A)</b>	<b>5,614.72</b>	<b>15.53</b>	<b>352.34</b>	<b>194.43</b>	<b>5,788.16</b>	<b>10.80</b>	<b>3,170.55</b>	<b>2,617.61</b>
<b>Other intangible assets</b>								
Software	200.89	0.67	11.66	-	213.22	0.67	195.04	16.02
<b>Total (B)</b>	<b>200.89</b>	<b>0.67</b>	<b>11.66</b>	<b>-</b>	<b>213.22</b>	<b>0.67</b>	<b>195.04</b>	<b>16.02</b>
<b>Total (A+B)</b>	<b>5,815.61</b>	<b>16.20</b>	<b>364.00</b>	<b>194.43</b>	<b>6,001.38</b>	<b>11.47</b>	<b>3,365.59</b>	<b>2,708.56</b>
<b>Previous Year</b>	5,706.89	112.94	462.69	466.91	5,815.61	79.37	3,107.05	2,629.25
Capital work-in-progress							127.81	71.27
Intangible assets under development							-	1.41

## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### 3.1) For Assets given as security - Refer Note 13

### 3.2) Ageing of Capital work in progress (CWIP):

As at 31<sup>st</sup> March 2024

Description	less than 1 years	1-2 years	2-3 years	More than 3 years	Total
Project in progress	123.79	3.66	0.35	-	127.81
<b>Total</b>	<b>123.79</b>	<b>3.66</b>	<b>0.35</b>	<b>-</b>	<b>127.81</b>

As at 31<sup>st</sup> March 2023

	less than 1 years	1-2 years	2-3 years	More than 3 years	Total
Project in progress	68.78	2.49	-	-	71.27
<b>Total</b>	<b>68.78</b>	<b>2.49</b>	<b>-</b>	<b>-</b>	<b>71.27</b>

### 3.3) Ageing Of Intangible Assets Under Development

As at 31<sup>st</sup> March 2023

	less than 1 years	1-2 years	2-3 years	More than 3 years	Total
Project in progress	1.41	-	-	-	1.41
<b>Total</b>	<b>1.41</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1.41</b>

3.4) Actual cost of capital projects in progress has not exceeded the estimated cost and the actual timelines for completion of projects has not exceeded the estimated timelines in respect of the amounts reported above, as at the end of each reporting period. Accordingly, completion schedule is not presented.

## 4. OTHER FINANCIAL ASSETS

(INR in millions)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>Non-current</b>		
Security deposits	63.85	62.01
Deposits with original maturity of more than twelve months	0.09	0.09
<b>Total</b>	<b>63.94</b>	<b>62.10</b>
<b>Current</b>		
Security deposits	30.00	30.00
Interest accrued but not due	1.62	3.16
<b>Total</b>	<b>31.62</b>	<b>33.16</b>



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### 5. OTHER ASSETS

(INR in millions)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>Non-current (Unsecured, considered good)</b>		
Capital advances	21.26	32.62
<b>Total</b>	<b>21.26</b>	<b>32.62</b>
<b>Current (Unsecured, considered good)</b>		
Advances to suppliers [Refer Note 5.1]	18.36	32.14
Balance with customs, central excise, GST and state authorities	186.22	108.38
Government grant - export incentives receivable	28.25	24.14
Prepaid expenses	69.65	52.76
"Advance payments, other recoverable in cash or in kind - or for value to be received"	15.93	2.37
Advance rent	1.15	0.99
<b>Total</b>	<b>319.56</b>	<b>220.78</b>

5.1) No advances are due from directors or other officers of the Company, firms in which a director is a partner or private companies in which director is a director or a member either severally or jointly with any other person.

### 6. INVENTORIES

(INR in millions)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
Raw materials (including materials in transit)	489.72	529.51
Work-in-progress	734.49	803.12
Finished goods (including goods at port)	2,758.82	2,998.58
Stores and spares (including materials in transit)	367.04	359.23
Scrap	7.57	5.33
	<b>4,357.64</b>	<b>4,695.77</b>
Less: Provision for obsolescence	113.55	165.49
<b>Total</b>	<b>4,244</b>	<b>4,530</b>

### 7. INVESTMENTS

(INR in millions)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>Current</b>		
<b>Unquoted:</b>		
<b>Mandatorily measured and carried at FVTPL</b>		
Investment in Mutual Funds	265.37	250.17
Investment in Market Linked Debentures	55.00	-
Investment in Alternative Investment Funds	397.33	-
<b>Designated and carried at FVTOCI</b>		
Investment in Debentures and Bonds	562.43	-
Investment in Commercial Papers	282.71	-
<b>Total</b>	<b>1,563</b>	<b>250.17</b>

Aggregate amount of unquoted investments - At cost Rs. 1533.72 millions (Previous year Rs. 250.00 millions)



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### 8. TRADE RECEIVABLES

(INR in millions)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>Current (Unsecured, considered good)</b>		
Trade receivables	1,334.80	1,553.34
Credit Impaired	1.28	1.28
	<b>1,336.08</b>	<b>1,554.62</b>
Impairment allowance (bad and doubtful debts)		
Expected credit loss	(1.28)	(1.28)
<b>Total</b>	<b>1,334.80</b>	<b>1,553.34</b>

8.1) Generally payment against sale of goods become due as per payment terms, and fixed transaction price as per contracts with customers.

#### 8.2) Trade Receivables ageing schedule Trade Receivables ageing schedule

As at 31<sup>st</sup> March 2024

(INR in millions)

Description	Less than 6 month	6 month- 1 years	1-2 years	2-3 years	More than 3 years	Total
Outstanding for following periods from due date of payments						
(i) Undisputed Trade receivables – considered good	1,326.27	5.94	0.49	2.04	0.05	1,334.80
(ii) Undisputed Trade receivables – credit impaired	-	-	0.33	-	-	0.33
(iii) Disputed Trade receivables – credit impaired	-	-	-	-	0.95	0.95

As at 31<sup>st</sup> March 2023

(INR in millions)

Description	Less than 6 month	6 month- 1 years	1-2 years	2-3 years	More than 3 years	Total
Outstanding for following periods from due date of payments						
(i) Undisputed Trade receivables – credit impaired	1,549.73	0.36	2.80	0.13	0.32	1,553.34
(ii) Disputed Trade receivables – credit impaired	0.33	-	-	-	-	0.33
(ii) Disputed Trade receivables – credit impaired	-	-	-	-	0.95	0.95



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### 9. CASH AND CASH EQUIVALENTS

(INR in millions)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
Cash on hand	1.06	0.98
Balances with banks:		
In cash credit and current accounts	157.98	317.07
In EEFC accounts	10.59	0.55
In IPO escrow accounts	-	66.26
Deposits with original maturity of less than three months	2.00	1.05
Remittances in transit	17.27	0.53
<b>Total</b>	<b>189</b>	<b>386.44</b>
Other bank balances		
Unipaid dividend*	1.47	0.01
Deposits with original maturity of less than twelve months	-	0.32
<b>Total</b>	<b>1.47</b>	<b>0.33</b>

\* The Company can utilise these balances only towards settlement of unclaimed dividend.

### 10. LOANS

(INR in millions)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>Current (Unsecured, considered good)</b>		
Loans to employees	2.21	3.84
<b>Total</b>	<b>2.21</b>	<b>3.84</b>

### Break up of financial assets carried at amortised cost

(INR in millions)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
Other financial assets [Refer Note 4]	95.56	95.26
Trade receivables [Refer Note 8]	1,334.80	1,553.34
Cash and cash equivalents [Refer Note 9]	188.90	386.44
Other bank balances [Refer Note 9]	1.47	0.33
Loans [Refer Note 10]	2.21	3.84
<b>Total</b>	<b>1,622.94</b>	<b>2,039.21</b>

### Break up of financial assets carried at fair value through OCI

(INR in millions)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
Derivative instruments	14.48	-
<b>Total</b>	<b>14.48</b>	<b>-</b>

### Break up of financial assets carried at fair value through PL

(INR in millions)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
Investments [Refer Note 7]	1,562.84	250.17
<b>Total</b>	<b>1,562.84</b>	<b>250.17</b>

## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### 11. SHARE CAPITAL

(INR in millions)

Particulars	As at	As at
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March 2023
<b>AUTHORISED</b>		
6,00,00,000 (March 31, 2023 : 6,00,00,000) equity shares of ₹ 10 each	600.00	600.00
<b>ISSUED, SUBSCRIBED AND PAID-UP</b>		
4,51,33,758 (March 31, 2023 : 4,51,33,758) equity shares of ₹ 10 each fully Paid-up	451.34	451.34
Less: Amount recoverable from Uniparts Employees Stock Option Plan (ESOP) Trust	-	5.14
<b>Total</b>	<b>451.34</b>	<b>446.20</b>

#### 11.1 Reconciliation of equity shares outstanding at the beginning and at the end of the reporting year:

(INR in millions)

Particulars	As at 31 <sup>st</sup> March, 2024		As at 31 <sup>st</sup> March 2023	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the year	4,51,33,758	451.34	4,51,33,758	451.34
At the end of the year	<b>4,51,33,758</b>	<b>451.34</b>	<b>4,51,33,758</b>	<b>451.34</b>

#### 11.2 Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The shareholders of equity shares of the Company are entitled to receive dividends as and when declared by the Company and enjoy proportionate voting rights in case any resolution is put to vote. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amount, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

#### 11.3 Details of shareholders holding more than 5% shares:

##### Name of the Shareholder

(INR in millions)

Particulars	As at 31 <sup>st</sup> March, 2024		As at 31 <sup>st</sup> March 2023	
	No. of Shares	% holding in the class	No. of Shares	% holding in the class
Gurdeep Soni	89,95,090	19.93%	89,95,090	19.93%
The Paramjit Soni 2018 CG-NG Nevada Trust (through Peak Trust Company-NV)	63,95,090	14.17%	63,95,090	14.17%
The Karan Soni 2018 CG-NG Nevada Trust (through Peak Trust Company-NV)	41,00,000	9.08%	41,00,000	9.08%
The Meher Soni 2018 CG-NG Nevada Trust (through Peak Trust Company-NV)	41,00,000	9.08%	41,00,000	9.08%
<b>Equity Shares at the end of the year</b>	<b>2,35,90,180</b>	<b>52.27%</b>	<b>2,35,90,180</b>	<b>52.27%</b>



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### 11.4 Details of equity share held by promoters/ promoters group

(INR in millions)

Particulars	As at 31 <sup>st</sup> March, 2024		As at 31 <sup>st</sup> March 2023		% Change in the year
	No. of Shares	% holding in the class	No. of Shares	% holding in the class	
Gurdeep Soni	89,95,090	19.93%	89,95,090	19.93%	-
Paramjit Singh Soni	2,00,000	0.44%	2,00,000	0.44%	-
Pamela Soni	8,00,000	1.77%	8,00,000	1.77%	-
Angad Soni	20,00,000	4.43%	20,00,000	4.43%	-
Arjun Soni	20,00,000	4.43%	20,00,000	4.43%	-
Tanya Kohli	10,00,000	2.22%	10,00,000	2.22%	-
The Paramjit Soni 2018 CG-NG Nevada Trust (through Peak Trust Company -NV)	63,95,090	14.17%	63,95,090	14.17%	-
The Karan Soni 2018 CG-NG Nevada Trust (through Peak Trust Company -NV)	41,00,000	9.08%	41,00,000	9.08%	-
The Meher Soni 2018 CG-NG Nevada Trust (through Peak Trust Company -NV)	41,00,000	9.08%	41,00,000	9.08%	-
Jaswinder Singh Bhogal	44,450	0.10%	1,02,948	0.23%	-0.13%

### 12. OTHER EQUITY

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>SECURITIES PREMIUM [Refer note 12.1]</b>		
As per last Balance Sheet	883.27	845.99
Add: Amount recognised during the year	5.41	37.28
	<b>888.68</b>	<b>883.27</b>
Less: Amount recoverable from Uniparts Employees Stock Option Plan (ESOP) Trust	-	26.99
	<b>888.68</b>	<b>856.28</b>
<b>EMPLOYEES STOCK OPTIONS OUTSTANDING [Refer note 12.2]</b>		
As per last Balance Sheet	6.07	40.52
Add: Compensation for the year [Refer Note 24]	1.68	2.83
Less: Transfer to Securities premium	5.41	37.28
	<b>2.34</b>	<b>6.07</b>
<b>FOREIGN CURRENCY TRANSLATION RESERVE</b>		
As per last Balance Sheet	(961.40)	(879.01)
Add: Transfer during the year	(46.34)	(82.39)
	<b>(1,007.74)</b>	<b>(961.40)</b>
<b>CASH FLOW HEDGE RESERVE</b>		
As per last Balance Sheet	(15.97)	25.21
Add: Arising during the year	25.36	(41.18)
	<b>9.39</b>	<b>(15.97)</b>
<b>GENERAL RESERVE [Refer note 12.3]</b>		
As per last Balance Sheet	12.05	12.05
	<b>12.05</b>	<b>12.05</b>

## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### 12. OTHER EQUITY (contd.)

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>SPECIAL ECONOMIC ZONE RE-INVESTMENT RESERVE</b>		
As per last Balance Sheet	-	30.00
Less: Transferred to the surplus/(deficit) in the statement of Profit and Loss	-	30.00
	-	-
<b>DEBT INSTRUMENTS THROUGH OTHER COMPREHENSIVE INCOME</b>		
As per last Balance Sheet	-	-
Add: Arising during the year	5.34	-
	<b>5.34</b>	-
<b>SURPLUS/(DEFICIT) IN THE STATEMENT OF PROFIT AND LOSS</b>		
As per last Balance Sheet	7,963.01	6,367.66
Add: Profit for the year	1,246.88	2,048.93
Add: Transfer from Special Economic Zone re-investment reserve	-	30.00
Add: Other Comprehensive Income:		
Re-measurement of defined benefit obligations (net of tax)	10.20	12.43
	<b>9,220.09</b>	<b>8,459.02</b>
Less: Appropriations		
Payment of dividend on equity shares	902.68	539.40
Liquidation of Subsidiary	-	(43.39)
	<b>902.68</b>	<b>496.01</b>
	<b>8,317.41</b>	<b>7,963.01</b>
<b>Total</b>	<b>8,227.47</b>	<b>7,860.04</b>

### 12 (a) Distribution made and proposed to be made

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>Cash dividends on equity shares declared and paid:</b>		
<b>Interim dividend</b>		
For the year ended on March 31, 2023 Rs. 6.00 per share (March 31, 2022 : Rs. 3.60 per share)	270.80	162.48
For the year ended on March 31, 2024 Rs. 14.00 per share (March 31, 2023 : ₹ 8.25 per share)	631.88	372.35
	<b>902.68</b>	<b>534.83</b>
<b>Proposed dividend on equity shares :</b>		
<b>Interim Dividend</b>		
For the year ended on March 31, 2024 Rs. Nil per share (March 31, 2023 : ₹ 6.00 per share)	-	270.80
<b>Total Dividend</b>	<b>-</b>	<b>270.80</b>

**12.1** Securities premium account is used to record the premium on issue of equity shares. The same is utilised in accordance with the provisions of The Companies Act, 2013

**12.2** The employees stock option outstanding account represents the fair value of stock options granted by the Company over the vesting period. The reserve will be utilised on exercise of the options by the employees.

**12.3** Retained earnings and General Reserve are to be utilised for General purpose.



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### 13. BORROWINGS

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>Non-current borrowings</b>		
Foreign currency term loans from bank (secured) [Refer Note 13.3]	21.38	31.88
Other foreign currency loans (secured)[Refer Note 13.2]	0.36	-
Rupee term loans from bank (secured) [Refer Note 13.1]	-	61.99
<b>Total</b>	<b>21.74</b>	<b>93.87</b>
<b>Current borrowings</b>		
<b>Current maturity of term loans from banks</b>		
Foreign currency term loans (secured) [Refer Note 13.3]	10.96	22.23
Rupee term loans (secured) [Refer Note 13.1]	-	4.08
<b>Current maturity of term loans from others</b>		
Foreign currency term loans (secured)[Refer Note 13.2]	0.45	0.14
<b>Working capital loans from banks repayable on demand</b>		
<b>Foreign currency loans</b>		
Revolving Credit Facility/Lines of Credit [Refer note 13.4]	-	54.25
<b>Rupee loans</b>		
Preshipment packing credit (secured) [Refer note 13.4]*	586.02	-
<b>Total</b>	<b>597.43</b>	<b>80.70</b>

### Gripwel Conag Private Limited

#### 13.1 Rupee Term Loans:

##### From DBS Bank

Balance outstanding ₹ Nil (For March 31, 2023 ₹ 66.07)

Above loan is secured against (i) First and exclusive charge on the entire moveable fixed assets of the Borrower. (ii) Second charge on the entire current assets and book debts, present and future, of the borrower (iii) Corporate Guarantee of Uniparts India Limited.

**Note:** Moratorium of 12 months from the date of drawdown and repayable in 48 equal monthly instalments along with fixed interest @ 8.65% ~ 8.95% p.a. on outstanding monthly balance.

### Uniparts USA Limited

#### 13.2 Foreign Currency Term Loans:

##### a) From BMW Financial Service NA LLC

Balance outstanding ₹ Nil million (For March 31, 2023 ₹ 0.14 million)

Above loan is secured by vehicle financed.

Repayable with fixed monthly payments of \$138, including interest rate @3.99% though April, 2021.

##### b) From BMW Financial Service NA LLC

Balance outstanding ₹ 0.81 million (For March 31, 2023 ₹ Nil million)

Above loan is secured by vehicle financed.

Repayable with fixed monthly payments of \$567, including interest rate @5.19% though September, 2025.

### Uniparts Olsen Inc.

#### 13.3 Foreign Currency Term Loans:

##### a) From JP Morgan Chase Bank, N.A.

Balance outstanding ₹ 32.34 million (For March 31, 2023 ₹ 54.11 million)

Above loan is secured by (i) substantially all assets of the Uniparts Olsen Inc. and (ii) Corporate Guarantee of Uniparts USA Ltd.

## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

Repayable with fixed monthly payments of \$ 6,256 through April 2022, \$ 12,636 through April 2024 and \$ 9,902 through March 2027. Interest is due monthly bearing interest rate at 2.50%~4.85%.

### 13.4 Working capital loans

Above loan is secured against (i) First pari passu charge on all existing and future current assets and moveable fixed assets, and (ii) Equitable mortgage by way of first pari passu charge over the land and building situated at B208, A1&2, Phase II, Noida, UP.

Gripwel Fasteners Private Limited - Above loan is secured against First pari passu charge on all existing and future stocks and book debt and moveable fixed assets.

Revolving Credit Facility / Lines of Credit for US Subsidiaries are secured by substantially all the assets of subsidiaries (WOS) and step-down subsidiaries.

Rate of Interest

\* Interest @ 5.57% ~ 5.97% p.a.

13.5 The monthly returns/statements of current assets filed by the Company with banks or financial institutions in relation to secured borrowings wherever applicable, are in agreement with the books of accounts and there are no material differences required to be reported in respect of all the years referred above.

### Disclosure as required by Ind AS 7 - "Cash Flow Statements" - change in liabilities arising from financing activities:-

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Opening balance	610.08	1,272.73
<b>Non cash movement</b>		
Exchange (Gain)/Loss	58.93	502.73
Interest Cost	22.18	33.05
<b>Cash movement</b>		
Principal repayment of long term borrowings	(72.13)	(20.81)
Proceeds from long term borrowings	-	66.07
Net short term Borrowing	516.72	(1,143.88)
Interest Payment	(22.18)	(33.05)
Payment of Lease liability	(87.96)	(66.76)
<b>Closing balance</b>	<b>1,025.64</b>	<b>610.08</b>

### 14. LEASE LIABILITIES

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>Non-current</b>		
Lease liabilities	317.62	359.75
<b>Total</b>	<b>317.62</b>	<b>359.75</b>
<b>Current</b>		
Lease liabilities	88.85	75.76
<b>Total</b>	<b>88.85</b>	<b>75.76</b>



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### 15. PROVISIONS

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>Non-current</b>		
Provision for gratuity [Refer Note 33]	137.17	143.07
Provision for leave entitlement [Refer Note 33]	22.35	21.40
<b>Total</b>	<b>159.52</b>	<b>164.47</b>
<b>Current</b>		
Provision for gratuity [Refer Note 33]	40.15	38.47
Provision for leave entitlement [Refer Note 33]	26.82	24.54
<b>Total</b>	<b>66.97</b>	<b>63.01</b>

### 16. DEFERRED TAX LIABILITIES (NET)

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
Deferred tax assets	94.37	103.95
Deferred tax liabilities	320.61	332.81
<b>Total</b>	<b>226.24</b>	<b>228.86</b>

### Financial period 2023-24

(INR in millions)

	As at 31 <sup>st</sup> March 2023	Recognised in Profit and Loss account	Recognised in Other Comprehensive Income	Others Including exchange difference	As at 31 <sup>st</sup> March 2024
<b>Financial year 2023-24</b>					
<b>Deferred tax assets</b>					
Expenses deductible in future years	53.02	2.98	(3.42)	-	52.58
Lease Liabilities	50.93	(9.14)	-	-	41.79
	<b>103.95</b>	<b>(6.16)</b>	<b>(3.42)</b>	<b>-</b>	<b>94.37</b>
<b>Deferred tax liabilities</b>					
Property, Plant and Equipment and Intangible Assets	172.96	(26.73)	-	-	146.23
Fair valuation of Cash Flow Hedges	(4.88)	-	8.53	-	3.65
Unabsorbed Loss Carried forward	(0.67)	0.67	-	-	-
Investment in Short term fund	-	2.06	-	-	2.06
Net gain on FVTOCI debt instruments	-	0.03	1.80	-	1.83
<b>On account of Overseas Subsidiaries</b>					
Deferred Tax Liabilities	165.40	(0.91)	-	2.35	166.84
	<b>332.81</b>	<b>(24.88)</b>	<b>10.33</b>	<b>2.35</b>	<b>320.61</b>
<b>Total</b>	<b>228.86</b>	<b>(18.72)</b>	<b>13.75</b>	<b>2.35</b>	<b>226.24</b>



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### Financial year 2022-23

(INR in millions)

	As at 31 <sup>st</sup> March 2022	Recognised in Profit and Loss account	Recognised in Other Comprehensive Income	Others Including exchange difference	As at 31 <sup>st</sup> March 2023
<b>Financial year 2022-23</b>					
<b>Deferred tax assets</b>					
Expenses deductible in future years	59.50	(2.30)	(4.18)	-	53.02
Lease Liabilities	16.08	34.85	-	-	50.93
	<b>75.58</b>	<b>32.55</b>	<b>(4.18)</b>	-	<b>103.95</b>
Deferred tax liabilities	151.73	21.23	-	-	172.96
Property, Plant and Equipment and Intangible Assets	8.97	-	(13.85)	-	(4.88)
Fair valuation of cash flow hedges	-	(0.67)	-	-	(0.67)
Unabsorbed Loss Carried forward					
<b>On account of Overseas Subsidiaries</b>					
Deferred Tax Liabilities	162.77	(10.56)	-	13.19	165.40
	323.47	10.00	(13.85)	13.19	332.81
<b>Total</b>	<b>247.89</b>	<b>(22.55)</b>	<b>(9.67)</b>	<b>13.19</b>	<b>228.86</b>

### 17. OTHER LIABILITIES

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>Non-current</b>		
Deferred Rent	8.64	8.52
Deferred government grant [Refer Note 17.1]	1.57	2.10
<b>Total</b>	<b>10.21</b>	<b>10.62</b>
<b>Current</b>		
Trade deposits and advances [Refer Note 17.2]	3.81	2.46
Provision for expenses	102.05	101.62
Employee benefits payable	129.10	122.99
Temporary overdraft from banks	-	0.34
Statutory dues payable	31.23	68.84
Deferred government grant[Refer Note 17.1]	0.39	0.26
<b>Total</b>	<b>266.58</b>	<b>296.51</b>

**17.1** Government grants include grants and subsidies for investments in fixed assets. There are no unfulfilled conditions or contingencies attached to these grants

**17.2** Recognised as revenue upon satisfaction of performance obligation in immediate next reporting period.



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### 18. TRADE PAYABLES DUE TO

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
Micro enterprises and small enterprise [Refer Note 36]	133.76	289.74
Other than micro enterprises and small enterprise *	708.05	414.99
<b>Total</b>	<b>841.81</b>	<b>704.73</b>

\* includes acceptances / arrangements where operational suppliers of goods and services are initially paid by banks while the Company continues to recognise the liability till settlement with the banks.

#### As at 31<sup>st</sup> March 2024

##### Trade Payable ageing schedule

(INR in millions)

Particulars	less than 1 years	1-2 years	2-3 years	More than 3 years	Total
(i) Micro enterprises and small enterprise	133.76	-	-	-	133.76
(ii) Other than micro enterprises and small enterprise	705.74	1.61	0.13	0.57	708.05

#### As at 31<sup>st</sup> March 2023

##### Trade Payable ageing schedule

(INR in millions)

Particulars	less than 1 years	1-2 years	2-3 years	More than 3 years	Total
(i) Micro and small enterprise	289.74	-	-	-	289.74
(ii) Other than micro and small enterprise	412.53	0.90	0.15	1.41	414.99

### 19. Other financial liabilities

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
Payable towards share issue expenses	-	76.37
Unpaid dividend *	1.47	0.01
<b>Total</b>	<b>1.47</b>	<b>76.38</b>

\*There are no amounts due and outstanding to be credited to Investor Education and Protection Fund under section 125 of the Companies Act, 2013 as at the year end.

#### Break up of financial liabilities carried at amortised cost

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
Non-current borrowings [Refer Note 13]	21.74	93.87
Current borrowings [Refer Note 13]	597.43	80.70
Lease liabilities [Refer Note 14]	406.47	435.51
Trade payables [Refer Note 18]	841.81	704.73
Other financial liabilities [Refer Note 19]	1.47	76.38
<b>Total</b>	<b>1,868.92</b>	<b>1,391.19</b>

## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### Break up of financial liability carried at fair value through OCI

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
Derivative Instruments	-	19.40
<b>Total</b>	<b>-</b>	<b>19.40</b>

### 20. REVENUE FROM OPERATIONS

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
<b>Sale of products</b>		
Finished goods (Net of returns, rebate etc.) [Refer Note 35]	10,962.19	13,126.28
Scrap	351.24	437.73
	<b>11,313.43</b>	<b>13,564.01</b>
<b>Other operating revenues</b>		
Export incentives	75.79	87.62
Amortisation of deferred government grants	0.40	0.39
Revenue from Consignment sales	5.73	8.19
	<b>81.92</b>	<b>96.20</b>
<b>Total</b>	<b>11,395.35</b>	<b>13,660.21</b>

### 21. OTHER INCOME

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
<b>Interest Income</b>		
Interest	28.22	13.62
Net gain on investments carried at fair value through profit and loss	28.82	3.95
<b>Dividend Income</b>		
Dividend income	0.18	-
<b>Others</b>		
Net gain on fair valuation of financial instruments (FVTPL)	8.32	0.17
Lease receipts	3.72	3.20
Insurance claim recoveries	0.03	1.44
Employee retention credit [Refer Note 45]	-	131.20
Miscellaneous receipts	23.96	8.65
<b>Total</b>	<b>93.25</b>	<b>162.23</b>

### 22. COST OF MATERIALS CONSUMED

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Inventories at the beginning of the year	480.58	479.83
Add: Purchases	3,936.55	4,967.54
Less: Inventories at the end of the year	450.66	480.58
<b>Cost of materials consumed</b>	<b>3,966.47</b>	<b>4,966.79</b>



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### 23. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS, STOCK-IN-TRADE AND SCRAP

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
<b>(Increase)/decrease in stocks:</b>		
<b>Inventories at the end of the year</b>		
Finished goods	2,684.34	2,882.03
Work-in-progress	734.49	803.12
Scrap	7.57	5.33
	<b>3,426.40</b>	<b>3,690.48</b>
<b>Inventories at the beginning of the year</b>		
Finished goods	2,882.03	2,803.08
Work-in-progress	803.12	788.37
Scrap	5.33	7.56
	<b>3,690.48</b>	<b>3,599.01</b>
<b>Total</b>	<b>264.08</b>	<b>(91.47)</b>

### 24 EMPLOYEE BENEFITS EXPENSE

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Salaries and wages [Refer Note 33]	2,274.77	2,219.86
Contribution to provident and other funds	84.44	77.90
Expense on employee stock option scheme [Refer Note 34]	1.81	2.83
Staff welfare expenses	96.53	95.86
<b>Total</b>	<b>2,457.55</b>	<b>2,396.45</b>

### 25 FINANCE COSTS

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Interest	22.18	33.05
Interest on lease liabilities	20.69	14.65
<b>Other borrowing costs:</b>		
Bank charges	13.50	12.03
<b>Total</b>	<b>56.37</b>	<b>59.73</b>

### 26 DEPRECIATION AND AMORTIZATION EXPENSES

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Depreciation of tangible assets [Refer Note 3]	307.58	281.76
Depreciation of right-of-use of assets [Refer Note 3]	100.08	87.98
Amortization of other intangible assets [Refer Note 3]	9.50	20.54
<b>Total</b>	<b>417.16</b>	<b>390.28</b>

## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### 27 OTHER EXPENSES

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Stores, spares and tools consumed	627.64	733.47
Sub-contracting expenses	583.16	654.15
Power, fuel and water	438.32	509.52
Cartage, freight and forwarding	360.25	857.91
Air freight	27.80	65.68
Rent	47.73	48.19
Rates and taxes	36.29	39.18
Travelling and conveyance	46.08	34.13
Communication	15.80	15.02
Printing and stationery	9.20	8.65
Insurance	50.42	47.69
<b>Repairs and maintenance:</b>		
Building	56.50	50.34
Plant and machinery	132.59	153.44
Others	157.12	131.48
Office maintenance	22.80	27.18
Vehicle repairs and maintenance	9.79	7.77
Advertisement, publicity and sales promotion	17.48	11.20
Commission and discount	36.61	-
Legal and professional charges	81.28	48.97
Directors sitting fees	2.60	2.99
Director commission	0.50	-
Payment to auditors	15.89	19.44
Exchange differences (net)	(124.24)	(83.75)
Bad debts	0.74	0.35
Staff recruitments	9.17	7.01
Loss/(profit) on sale of fixed assets (net)	(1.06)	8.55
Donation and charity	0.32	0.72
Contribution towards CSR	29.51	18.00
Fixed assets written-off	1.33	-
Miscellaneous	1.79	1.06
<b>Total</b>	<b>2,693.41</b>	<b>3,418.34</b>

### 28 TAX EXPENSES

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Current tax	403.40	661.17
Deferred tax	(18.72)	(22.55)
Tax for earlier years (net)	2.00	(5.23)
Income tax expenses reported in the statement of profit and loss	386.68	633.39



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### Reconciliation of tax expenses and the accounting profit multiplied by the applicable tax rate

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Accounting profit before tax from operations	1,633.56	2,682.32
Applicable Tax Rate	25.17%	25.17%
Income tax expense calculated at applicable tax rate	411.12	675.10
<b>Items giving rise to difference in tax</b>		
Expenses disallowed	27.78	25.96
Others	(2.39)	(3.47)
Differential Tax Rate under various jurisdiction for Subsidiaries Companies	(33.11)	(36.41)
<b>Current Tax Provision</b>	<b>403.40</b>	<b>661.18</b>
Incremental deferred tax liability on Account of timing difference	(24.88)	10.00
Incremental deferred tax Assets on Account of timing difference	(6.16)	32.55
<b>Deferred Tax Provision</b>	<b>(18.72)</b>	<b>(22.55)</b>
Tax for earlier years (Net)	2.00	(5.23)
Total tax expenses recognised	386.68	633.40
Effective tax rate	23.67%	23.61%

### 29 EARNINGS PER EQUITY SHARE OF FACE VALUE OF ₹ 10 EACH

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity share holders of the parent by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
<b>Computation of Profit (Numerator)</b>		
Net Profit after Tax as per the Statement of Profit & Loss attributable to Equity Shareholders	1,246.88	2,048.93
<b>Computation of Weighted Average Number of Shares (Denominator)</b>		
Adjusted Weighted Average number of Equity Shares for calculating Diluted EPS	45.13	45.13
Less: Shares Issued to Uniparts ESOP Trust	0.81	0.90
Adjusted Weighted Average number of Equity Shares for calculating Basic EPS	44.32	44.23
Computation of EPS - Basic (in INR)	28.13	46.32
Computation of EPS - Diluted (in INR)	27.63	45.40

## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### 30 Components of other comprehensive income (OCI)

The disaggregation of changes to OCI by each type of reserve in equity is shown below:

Year ended 31<sup>st</sup> March, 2024

(INR in millions)

	Net gain on FVTOCI debt instruments	Effective portion of cash flow hedge	Retained earnings	Foreign operations translation differences	Income tax/ Deferred tax	Total
Re-measurement gains / (losses) of defined benefit plans	-	-	13.62	-	(3.42)	10.20
Exchange differences in translating the financial statements of foreign operations	-	-	-	(46.34)	-	(46.34)
Effective portion of cash flow hedge	-	33.89	-	-	(8.53)	25.36
Net gain on FVTOCI debt instruments	7.14	-	-	-	(1.80)	5.34
<b>Total</b>	<b>7.14</b>	<b>33.89</b>	<b>13.62</b>	<b>(46.34)</b>	<b>(13.75)</b>	<b>(5.44)</b>

Year ended 31<sup>st</sup> March, 2023

(INR in millions)

	Net gain on FVTOCI debt instruments	Effective portion of cash flow hedge	Retained earnings	Foreign operations translation differences	Income tax/ Deferred tax	Total
Re-measurement gains / (losses) of defined benefit plans	-	-	16.61	-	(4.18)	12.43
Exchange differences in translating the financial statements of foreign operations	-	-	-	(82.39)	-	(82.39)
Effective portion of cash flow hedge	-	(55.02)	-	-	13.85	(41.17)
<b>Total</b>	<b>-</b>	<b>(55.02)</b>	<b>16.61</b>	<b>(82.39)</b>	<b>9.67</b>	<b>(111.13)</b>

### 31 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR):

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>(i) Contingent liabilities:</b>		
<b>(a) Claims against the company not acknowledged as debt:</b>		
Sales Tax Matters	2.51	2.51
Excise Matters	0.21	0.21
Custom Matters	-	-
GST Matters	0.46	0.36
ESI Matters	0.02	-
Labour Matters	Not Ascertainable	Not Ascertainable
<b>(b) Income Tax Demands</b>	<b>128.95</b>	<b>130.17</b>
<b>(c) Sales Tax Liability against Pending Forms</b>	<b>0.36</b>	<b>0.05</b>



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>(d) Others</b>		
a) Guarantees given on behalf of the company by the Banks:		
Sales Tax Matters	-	0.03
Pollution Control Board	0.10	0.05
BSE Limited	53.60	53.60
Custom duty	1.33	-
Gas Connections	5.79	5.79
b) Other money for which the company is contingently liable:		
Corporate Guarantee given to Banks against financial assistance to subsidiary		
<b>(ii) Capital Commitments</b>		
Estimated amount of contracts remaining to be executed on Capital Accounts and not provided for (Net of Advances)	53.70	58.35

### 32 LEASE

(i) The following is the aggregate movement in lease liabilities during the year ended March 31, 2024: (INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>Balance as at April 1, 2023</b>	435.51	306.56
Additions during the year	58.92	195.70
Deletion during the year	(0.48)	(2.09)
Finance cost accrued during the year	20.69	14.65
Payment of lease liabilities (interest and principal)	(110.80)	(98.01)
Exchange differences in translating the financial statements of foreign operations	2.63	18.70
<b>Balance as at March 31, 2024</b>	<b>406.47</b>	<b>435.51</b>

(ii) The following is the break-up of current and non-current lease liabilities: (INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
Current lease liabilities	88.85	75.76
Non-current lease liabilities	317.62	359.75
<b>Total</b>	<b>406.47</b>	<b>435.51</b>

(iii) Lease commitments are the undiscounted future cash out flows from the lease contracts which are not recorded in the measurement of lease liabilities. These include potential future payments related to leases with term less than twelve months and leases of low value assets.

(INR in millions)

Particular	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
Payable within one year	88.85	75.76
Payable between one to five years	220.35	187.85
Payable after five years	97.27	171.90
<b>Total</b>	<b>406.47</b>	<b>435.51</b>



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### 33 DISCLOSURE ON EMPLOYEE BENEFITS

Disclosure is hereby given in pursuant to Ind AS19 "Employee Benefits".

#### Defined Benefit Plan - Gratuity (Funded)

The following table summarises the components of net benefit expense recognised in the Consolidated statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan.

The principal assumptions used in determining gratuity for the Company's plan is shown below:

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Expected Rate of Return on Plan Assets	7.21%	7.52%
Discounting Rate of Uniparts India Limited	7.21%	7.52%
Discounting Rate of Gripwel Fasteners Private Limited	7.17%	7.39%
Discounting Rate of Gripwel Conag Private Limited	7.49%	7.49%
<b>UIL</b>		
Salary Escalation rate- Staff	5.00%	8.00%
Salary Escalation rate- Worker	8.00%	8.00%
Rate of Employee Turnover- Staff	16.00%	14.00%
Rate of Employee Turnover- Worker	6.00%	1.00%
<b>GFPL</b>		
Salary Escalation rate- Staff	5.00%	8.00%
Salary Escalation rate- Worker	8.00%	8.00%
Rate of Employee Turnover- Staff	16.00%	14.00%
Rate of Employee Turnover- Worker	6.00%	1.00%
<b>GCPL</b>		
Salary Escalation rate- Staff	5.00%	8.00%
Salary Escalation rate- Worker	8.00%	8.00%
Rate of Employee Turnover- Staff	16.00%	14.00%
Rate of Employee Turnover- Worker	6.00%	1.00%
Mortality Rate During Employment	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)
Mortality Rate After Employment	N.A.	N.A.



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

Changes in the present value of the defined benefit obligation recognised in balance sheet are as follows: (INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Present value of defined benefit obligation as at the beginning of the year	228.67	226.29
Interest cost	17.12	16.19
Current service cost	17.91	18.61
Past Service Cost	-	-
Liability Transferred In/ Acquisitions	0.77	2.49
(Liability Transferred Out/ Divestments)	(0.78)	(2.49)
(Benefit Paid Directly by the Employer)	(22.12)	(13.77)
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	(2.53)	(0.77)
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	(6.31)	(15.37)
Actuarial (Gains)/Losses on Obligations - Due to Experience	(1.53)	(2.51)
<b>Present Value of defined benefit obligation at the end of the year</b>	<b>231.20</b>	<b>228.67</b>

Changes in the fair value of plan assets recognised in the balance sheet are as follows: (INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Opening fair value of plan assets	47.13	45.86
Interest Income	3.52	3.32
Contributions	-	-
Return on plan assets, excluding amount recognized in Interest Income -Gain /(Loss)	3.27	(2.05)
<b>Closing Fair Value of plan assets</b>	<b>53.92</b>	<b>47.13</b>

The amounts to be recognised in the Balance Sheet (INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Present value of obligation as at the end of the year	(231.20)	(228.67)
Fair value of plan assets as at the end of the year	53.92	47.13
Funded Status (Surplus/ (Deficit))	(177.28)	(181.54)
<b>Net assets/(liability) to be recognised in balance sheet</b>	<b>(177.32)</b>	<b>(181.54)</b>

Net Interest cost (Income/Expense) (INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Present Value of Benefit Obligation at the Beginning of the year	(228.67)	(226.29)
Fair Value of Plan Assets at the Beginning of the year	47.13	45.86
Net Liability/(Assets) at the Beginning of the year	181.54	180.43
Interest Cost	17.12	16.19
(Interest Income)	(3.52)	(3.32)
<b>Net Interest Cost for Current year</b>	<b>13.60</b>	<b>12.87</b>

## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### Expense recognised in the statement of profit and loss

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Current service cost	17.91	18.61
Net Interest (Income) / Expense	13.60	12.87
<b>Net periodic benefit cost recognised in the statement of profit and loss</b>	<b>31.51</b>	<b>31.48</b>

### Amount recognised in Statement of Other Comprehensive Income (OCI)

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Actuarial (Gains)/Losses on Obligation For the year	(10.37)	(18.65)
Return on Plan Assets, Excluding Interest Income	(3.27)	2.05
<b>Net (Income)/Expense For the year Recognized in OCI</b>	<b>(13.62)</b>	<b>(16.61)</b>

### Reconciliation of net Liability/(Assets) recognised:

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Opening Net Liability	181.54	180.43
Expenses Recognized in Statement of Profit or Loss	31.51	31.48
Expenses Recognized in OCI	(13.62)	(16.61)
Net Liability/(Assets) Transfer In	-	-
Net (Liability)/Assets Transfer Out	-	0.00
(Benefit Paid Directly by the Employer)	(22.12)	(13.77)
(Employer's Contribution)	-	-
<b>Net Liability/(Assets) For the year Recognized in Balance Sheet</b>	<b>177.32</b>	<b>181.54</b>

### The major categories of plan assets are as follows:

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Insurance fund	53.92	47.13

### Other Details:

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
No of Active Members	1,975	2,049
Per Month Salary For Active Members	38.99	37.40
Weighted Average Duration of the Projected Benefit Obligation	7.61	10.00
Average Expected Future Service	8.00	13.00
Defined Benefit Obligation (DBO)-Total	231.25	228.67
Defined Benefit Obligation (DBO)- Due but not Paid	-	0.35
<b>Defined Contribution For Next Year (12 Months)</b>	<b>31.66</b>	<b>30.99</b>



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### Maturity Analysis of Projected Benefit Obligation: From the Employer

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Projected Benefits Payable in Future Years From the Date of Reporting		
1 <sup>st</sup> Following Year	31.59	24.09
2 <sup>nd</sup> Following Year	25.10	16.31
3 <sup>rd</sup> Following Year	25.18	20.71
4 <sup>th</sup> Following Year	23.27	18.83
5 <sup>th</sup> Following Year	22.12	17.28
Sum of Years 6 To 10	100.67	94.62
<b>Sum of Years 11 and above</b>	<b>162.89</b>	<b>297.60</b>

### The following are the expected Interest cost for Next year:

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Present Value of Benefit Obligation at the End of the year	231.20	228.67
(Fair Value of Plan Assets at the End of the year)	(53.92)	(47.13)
Net Liability/(Asset) at the End of the year	177.32	181.54
Interest Cost	16.66	17.12
(Interest Income)	(3.89)	(3.52)
<b>Net Interest Cost for Next Year</b>	<b>12.77</b>	<b>13.60</b>

### The following are the expected expenses to be recognised in the Statement of Profit or Loss for Next Year:

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Current Service Cost	16.38	17.77
Net Interest Cost	12.77	13.60
(Expected Contributions by the Employees)	-	-
<b>Expenses Recognized</b>	<b>29.15</b>	<b>31.37</b>

### Sensitivity analysis

#### A) Impact of change in discount rate when base assumption is decreased/increased present value of obligation

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Decrease by 1%	14.18	19.27
Increase by 1%	(12.61)	(16.69)

#### B) Impact of change in salary increase rate when base assumption is decreased/increased present value of obligation

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Decrease by 1%	(12.49)	(16.48)
Increase by 1%	13.76	18.61

## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### C) Impact of change in withdrawal rate when base assumption is decreased/increased present value of obligation

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Decrease by 1%	0.24	0.72
Increase by 1%	(0.21)	(0.65)

Sensitivity analysis is an analysis which will give the movement in liability if the assumptions were not proved to be true on different count. This only signifies the change in the liability if the difference between assumed and the actual is not following the parameters of the sensitivity analysis.

Since investment is with insurance company, Assets are considered to be secured.

#### Defined Benefit Plan - Leave Encashment (Unfunded)

The leave obligations cover the Company's liability for sick and earned leaves. The Company does not have an unconditional right to defer settlement for the obligation shown as current provision balance above. However based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months, therefore based on the independent actuarial report, only a certain amount of provision has been presented as current and remaining as non-current. Amount for the period ended March 31, 2024 is ₹14.06 million and for the year ended March 31, 2023 is ₹11.25 million has been recognised in the statement of profit and loss.

(INR in millions)

Particulars	Current Year		Previous Year	
	Current	Non-current	Current	Non-current
Compensated absences (unfunded)	26.82	22.35	24.54	21.40
<b>Total</b>	<b>26.82</b>	<b>22.35</b>	<b>24.54</b>	<b>21.40</b>

## 34 DISCLOSURE ON EMPLOYEE SHARE BASED PAYMENT

Disclosure is hereby given in pursuant to Ind AS 102 "Share Based Payment".

### (a) Scheme detail:

"The Company's ESOP scheme "Uniparts Employees Stock Option Plan, 2007" is administered through an ESOP Trust, which subscribes to shares of the Company and holds them until issuance thereof based on vesting and exercise of options by employees. The scheme provides that subject to continued employment with the Company, specified employees of the Company and its subsidiaries are granted an option to acquire equity shares of the Company that may be exercised within a specified period. Each option comprises of one equity share which will vest on annual basis in equal proportion over a period of three years (except Grant-11 and Grant-14 which shall vest 100% on the expiry of 12 months from the grant date) and shall be capable of being exercised within a period of fifteen years from the date of the specified grant. Each option granted under the above plan entitles the holder to one equity share of the Company at an exercise price, which is approved by the Nomination and Remuneration Committee. The Company has provided an interest free loan amounting to ₹55.20 million to the Trust to subscribe to 350400 Shares issued at ₹135 per share and right issue of 175200 Shares at ₹45 per share. The ESOP Trust has since subscribed to the Company's shares. As per IND AS 102 "Share-based Payment" and the Guidance Note on Accounting for Employee Share Based payments issued by the Institute of Chartered Accountants of India, the amount of loan equivalent to the face value of securities subscribed ₹5.14 million has been deducted from share capital account and the balance part of the loan representing the amount of share premium paid for the shares subscribed ₹50.06 million has been deducted from the share premium account. The balance of such loan as at March 31, 2024 is ₹ Nil.

"As per the Scheme, the Company has granted 1,14,833 options @ ₹135/- per option (Grant - 1), 42,764 options @ ₹135/- per option (Grant - 2), 25,000 options @ ₹135/- per option (Grant - 3), 86,592 Right Issue @ ₹45/- per share, 28,912 options @ ₹105/- per option (Grant - 4), 26,209 options @ ₹105/- per option (Grant - 5), 28,825 options @ ₹105/- per option (Grant - 6), 11,255 options @ ₹105/- per option (Grant - 7), 5,000 options @ ₹105/- per option (Grant - 8), 21,465 options @ ₹105/- per option (Grant - 9), 324,637 Bonus Issue @ ₹Nil per share, 35,102 options @ ₹52.50 per option (Grant - 10), 52,948 options @ ₹52.50 per option (Grant - 11), 292,500 options @ ₹52.50 per option



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

(Grant – 12), 25,000 options @ ₹52.50 per option (Grant – 13), 102,948 options @ ₹52.50 per option (Grant – 14), 67,412 options @ ₹52.50 per option (Grant – 15) and 2,500 options @ ₹52.50 per option (Grant – 16) in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, to the selected employees of the Company. The method of settlement is by issue of equity shares to the selected employees who have accepted the option.

Period within which options will vest to the participants

Grant-1 to Grant-10 and Grant-12, Grant-13, Grant-15 and Grant-16

2 years from the date of Grant of Options 33%

3 years from the date of Grant of Options 33%

4 years from the date of Grant of Options 34%

Grant-11 & Grant-14

12 months from the date of Grant of Options 100%\*

### (b) Share Based Payment activity under Scheme 2007 is as follows

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Outstanding at the beginning of the year	6,90,233	9,16,002
Granted during the year	-	-
Forfeited/Surrendered during the year	(25,176)	(19,941)
Exercised during the year	3,33,543	2,05,828
Outstanding at the end of the year	3,31,514	6,90,233
Vested and Exercisable at the end of the year	3,11,414	6,34,262

### (c) Share options outstanding at the end of the year

Option Details		Options Outstanding		Remaining contractual life		Exercise price	Weighted average fair value of Options on the date of Grant
Option series	Option Grant date	Year ended 31 <sup>st</sup> March 2024	Year ended 31 <sup>st</sup> March 2023	Year ended 31 <sup>st</sup> March 2024	Year ended 31 <sup>st</sup> March 2023		
Grant-1	08/02/07	-	89,754	-	-	135.00	96.45
Grant-2	27/03/08	-	20,357	-	-	135.00	114.02
Grant-3	27/03/09	-	25,000	-	-	135.00	70.45
Right Issue	Right Issue	63,918	67,556	-	-	45.00	97.65
Grant-4	25/03/11	12,449	12,449	-	-	105.00	56.69
Grant-5	03/03/12	-	-	-	-	105.00	77.63
Grant-6	12/01/13	-	-	-	-	105.00	67.19
Grant-7	25/09/13	-	-	-	-	105.00	41.10
Grant-8	23/12/13	-	-	-	-	105.00	47.08
Grant-9	15/02/14	21,465	21,465	-	-	105.00	55.00
Bonus Issue	Bonus issue	97,832	2,36,581	-	-	-	-
Grant-10	23/08/14	-	-	-	-	52.50	32.50
Grant-11	30/06/15	-	-	-	-	52.50	38.26
Grant-12	23/11/18	1,11,600	1,44,600	-	-	52.50	53.34
Grant-13	07/08/19	-	25,000	-	0.33	52.50	43.84
Grant-14	05/11/20	-	-	-	-	52.50	77.68
Grant-15	27/07/21	22,575	44,971	1.32	2.32	52.50	136.03
Grant-16	29/10/21	1,675	2,500	1.58	2.58	52.50	136.03
		<b>3,31,514</b>	<b>6,90,233</b>				

The Company follows the Fair Market Value calculated on Black Scholes Method to account for compensation expenses arising from issuance of stock options to the employees.

## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### (d) Inputs in the model

Option series	Grant 16	Grant 15	Grant 14	Grant 13
Grant date share price	198.23	198.23	129.55	79.11
Exercise price	52.50	52.50	52.50	52.50
Expected volatility	48.30%	48.30%	50.30%	14.74%
Option Life	4.00	4.00	2.00	8.50
Dividend yield	3.00%	3.00%	2.30%	0.93%
Risk-free interest rate	5.26%	5.26%	4.19%	6.73%

### (e) Compensation expenses arising on account of the share based payments

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Expenses arising from equity – settled share-based payment transactions	1.81	2.83

## 35 SEGMENT INFORMATION

The Group operates primarily in the business of manufacturing of Linkage Parts and Components for Off-Highway Vehicles.

Chief Operating Decision Maker (CODM), evaluates the company's performance, based on the analysis of the various performance indicators of the group, the Chief Operating Decision Maker (CODM) has decided that there is no reportable segment for the group.

### Revenue information based on location of the customers

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Information in respect of geographical areas		
Segment revenue from external customers :		
Within India	1,862.23	2,436.11
Outside India (Excluding deemed export)	9,451.21	11,127.90
	<b>11,313.43</b>	<b>13,564.01</b>

The group disaggregate revenue from contracts with customers into categories that depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors. The following table illustrates the disaggregation disclosure by primary geographical market, major product line and timing of revenue recognition in accordance with Ind AS 115.



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### Primary geographical markets

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
India	1,510.99	1,998.38
Japan	541.85	677.08
Europe	2,543.69	3,002.57
Asia Pacific	212.14	345.60
USA	6,066.08	6,584.04
Rest of the World	87.45	518.60
	<b>10,962.20</b>	<b>13,126.27</b>
Sale of Scrap	351.24	437.73
<b>Total Revenue</b>	<b>11,313.43</b>	<b>13,564.01</b>

### Major Product line

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
3PL	5,025.57	7,329.75
PMP	5,646.40	5,327.03
PTO	111.20	162.83
FAB	134.41	99.00
HYD	3.86	4.30
Others	40.75	203.35
	10,962.20	13,126.27
Sale of Scrap	351.24	437.73
<b>Total Revenue</b>	<b>11,313.43</b>	<b>13,564.01</b>

### 36 DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSMED, ACT 2006)

The Ministry of Corporate Affairs has issued notification no.G.S.R 1022(E) dated October 11, 2018 which prescribes certain disclosures regarding amount payable to micro enterprises and small enterprises. Accordingly, the disclosure in respect of the amounts payable to such enterprises has been made in the financial statements based on the information received from the vendors. The necessary information in this regard has been given hereunder :-

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
(i) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;		
Principal	133.76	289.74
Interest	-	0.04
(ii) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, (the Act) along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the said Act	-	-
(iv) The amount of interest accrued and remaining unpaid at the end of each year	-	0.04



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
(v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	-	-

### 37 GOVERNMENT GRANT

Uniparts India Limited has availed tax and duty benefit in the nature of exemption from payment of Customs Duty, on its procurements with respect to Plant and Machinery. The said benefits were availed which entitled Uniparts India Limited to procure goods without payment of taxes and duties of amount for ₹3.55 million under Zero Duty EPCG Scheme.

In accordance with Ind AS 20 "Accounting for Government Grants and Disclosure of Government Assistance" Uniparts India Limited has grossed up the value of property, plant and equipment by the amount of tax and duty benefit availed considering the same as government grant. The amount of said government grant has been added to the value of property, plant and equipment with corresponding credit to deferred government grant, the amount of grant shall be amortized on a systematic basis in line with depreciation to be charged on property, plant and equipment.

Deferred government grant is disclosed in the financial statements as follows :

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Opening Balance	2.37	2.76
Grant recognized during the year	-	-
Less : Amount recognized in statement of profit and loss*	(0.40)	(0.39)
Closing Balance	1.97	2.37
Non-current portion	1.57	2.10
Current portion	0.40	0.26

There is no unfulfilled condition or contingencies attached to these grants.

### 38 RELATED PARTY DISCLOSURE

(i) Name of the related parties, related party relationship and related party with whom transactions have been taken place during the period/year.

#### (A) Related parties where control exists

##### (a) Subsidiaries

Name of the company	Country of Incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Uniparts USA Limited	USA	100.00	100.00
Gripwel Fasteners Private Limited	India	100.00	100.00
Uniparts India GmbH	Germany	100.00	100.00
Gripwel Conag Private Limited	India	100.00	100.00



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### (b) Step down Subsidiaries

Name of the company	Country of Incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Uniparts Olsen Inc.	USA	100.00	100.00

### (B) Enterprises over which Key Managerial Personnel and their relatives exercise significant influence:

SKG Engineering Pvt. Ltd.  
Sweaty Spirit Apparel Ltd. (Formerly known as Ace Tractor Parts Ltd.)  
SGA Trading Pvt. Ltd.  
Tima Trading Pvt. Ltd.  
Amazing Estates Pvt. Ltd.  
G.K.P. Farms LLP (Formerly known as G.K.P. Farms Pvt. Ltd.)  
Silveroak Estate LLP (Formerly known as Silveroak Estate Pvt Ltd.)  
Bluebells Homes Pvt. Ltd. (Formerly known as Oilintec Pvt. Ltd.)  
Sepoy Drinks Pvt Ltd  
Charisma Homes LLP (Formerly known as Charisma Homes Pvt. Ltd.)  
Avid Maintenance LLP (Formerly known as Avid Maintenance Pvt Ltd)  
Sepoy Beverages LLP  
Gripwel Fasteners (Partnership Firm)  
Famparts Company (Partnership Firm)  
Soni Holdings (Partnership Firm)  
Indento International (Partnership Firm)  
P Soni Family Trust  
Soni Foundation  
Paramjit Singh (HUF)  
Gurdeep Soni (HUF)  
Leon India (Partnership Firm)  
Paper Bag Entertainment Inc.  
7 Days Film LLC  
The Karan Soni 2018 CG-NG Nevada Trust  
The Meher Soni 2018 CG-NG Nevada Trust  
The Paramjit Soni 2018 CG-NG Nevada Trust  
Gifting Trust of Karan Soni  
Gifting Trust of Meher Soni  
Paramjit Soni Gifting Trust  
Sarabjit Soni Gifting Trust  
Uniparts ESOP Trust

### (C) Key Managerial Personnel / Individuals having significant influence on the Company:

Gurdeep Soni- Chairman & Managing Director  
Paramjit Singh Soni- Vice Chairman & Executive Director  
Herbert Klaus Coenen - Non-Executive Director  
Sanjeev Kumar Chanana-Independent Director  
Sharat Krishan Mathur- Independent Director (till: 31<sup>st</sup> March 2024)  
Parmeet Singh Kalra- Independent Director (w.e.f : 8<sup>th</sup> February 2024)  
Alok Nagory- Independent Director

## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

Shradha Suri - Independent Director  
 Celine George - Independent Director (w.e.f : 9<sup>th</sup> November 2023)  
 Munish Sapra - Chief Financial Officer (till: 14<sup>th</sup> February 2023)  
 Sudhakar Simhachala Kolli - Group Chief Operating Officer  
 Jatin Mahajan (Company Secretary)  
 Rohit Maheshwari - Chief Financial Officer (w.e.f : 1<sup>st</sup> March 2023)

### (D) Relatives of Key Managerial Personnel \*

Angad Soni - Son of Gurdeep Soni  
 Pamela Soni - Wife of Gurdeep Soni  
 Arjun Soni - Son of Gurdeep Soni  
 Tanya Kohli - Daughter of Gurdeep Soni

\*Relatives of Key Managerial Personnel with whom transactions have taken place during the period/year

### (ii) Outstanding balances

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March, 2023
<b>1 Uniparts ESOP Trust</b>	.	
- In Loan Account	-	32.13

Disclosure in respect of Related Party Transactions during the period/year:

(INR in millions)

Particulars	Relationship	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
<b>1. Rent Paid</b>			
Soni Holdings	Enterprises over which Key Managerial Personnel and their relatives exercise significant influence	2.93	2.82
		<b>2.93</b>	<b>2.82</b>
<b>2. Dividend Paid</b>			
Angad Soni	Relative of Key Managerial Personnel	40.00	23.70
Gurdeep Soni	Key Managerial Personnel	179.90	106.59
Pamela Soni	Relative of Key Managerial Personnel	11.20	17.40
Arjun Soni	Relative of Key Managerial Personnel	40.00	23.70
Paramjit Singh Soni	Key Managerial Personnel	4.00	2.37
Tanya Kohli	Relative of Key Managerial Personnel	14.00	11.85
Uniparts ESOP Trust	Enterprises over which Key Managerial Personnel and their relatives exercise significant influence	9.86	10.61
The Paramjit Soni 2018 CG-NG Nevada Trust (through Peak Trust Company - NV)	Enterprises over which Key Managerial Personnel and their relatives exercise significant influence	127.90	75.78



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

Disclosure in respect of Related Party Transactions during the period/year: (INR in millions)

Particulars	Relationship	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
The Karan Soni 2018 CG-NG Nevada Trust (through Peak Trust Company-NV)	Enterprises over which Key Managerial Personnel and their relatives exercise significant influence	82.00	52.55
The Meher Soni 2018 CG-NG Nevada Trust (through Peak Trust Company-NV)	Enterprises over which Key Managerial Personnel and their relatives exercise significant influence	82.00	52.55
Herbert Klaus Coenen	Non-Executive Director	2.40	-
		<b>593.26</b>	<b>377.10</b>
<b>3. Security deposits paid</b>			
Soni Holdings	Enterprises over which Key Managerial Personnel and their relatives exercise significant influence	-	0.09
		-	<b>0.09</b>
<b>4. Electricity Expenses</b>			
Avid Maintenance LLP	Enterprises over which Key Managerial Personnel and their relatives exercise significant influence	0.48	0.36
		<b>0.48</b>	<b>0.36</b>
<b>5. Sales of Capital Goods</b>			
Sepoy Drinks Pvt Ltd	Enterprises over which Key Managerial Personnel and their relatives exercise significant influence	12.00	-
		<b>12.00</b>	-
<b>6. Key Managerial Person Remuneration (Refer below note 8)</b>			
Sudhakar Simhachala Kolli	Group Chief Operating Officer	23.62	26.08
Rohit Maheshwari	Chief Financial Officer	13.50	1.77
Munish Sapra *	Chief Financial Officer	4.84	15.34
Gurdeep Soni	Key Managerial Personnel	32.55	31.23
Paramjit Singh Soni	Key Managerial Personnel	57.85	53.99
Herbert Klaus Coenen *	Non-Executive Director	78.34	24.13
Jatin Mahajan	Company Secretary	5.71	6.56
		<b>216.41</b>	<b>159.10</b>
<b>7. ESOP Expenses to Key Managerial Person (Refer below note 9)</b>			
Sudhakar Simhachala Kolli	Sudhakar Simhachala Kolli	-	0.30
		-	0.30

\* Including the value of perquisite on account of exercise of shares under ESOP scheme

**8** Excludes contribution to employee retirement/post retirement and other employee benefits which are based on actuarial valuation done on an overall Company basis

**9** Based on ESOP valuation on the date of grant, the fair value of grant is charged to statement of profit & loss on the basis of vesting period.





## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

Additional information, as required under Schedule III to the Companies Act, 2013, of enterprise consolidated as subsidiary/Associates/Joint Venture

Name of the Enterprise	Net Assets i.e. total assets minus total liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated net assets	Amount	As % of consolidated profits	Amount	As % of Consolidated Other Comprehensive Income	Amount	As % of Consolidated Total Comprehensive Income	Amount
Balance as at March 31, 2024	22.84%	1,964.37	22.44%	274.66	0.00%	0.00	22.54%	274.66
Balance as at March 31, 2023	23.36%	1,927.16	17.05%	349.09	0.00%	0.00	18.03%	349.09
3 Uniparts Europe B.V.								
Balance as at March 31, 2024	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00
Balance as at March 31, 2023	0.00%	0.00	-0.06%	(1.21)	0.00%	0.00	-0.06%	(1.21)
4 Uniparts India GmbH								
Balance as at March 31, 2024	4.39%	377.66	3.90%	47.73	0.00%	0.00	3.92%	47.73
Balance as at March 31, 2023	4.02%	331.71	4.44%	90.83	0.00%	0.00	4.69%	90.83
<b>Adjustments arising out of consolidation</b>								
Balance as at March 31, 2024	-16.44%	(1413.77)	-81.55%	(998.05)	837.27%	(46.34)	-85.72%	(1044.39)
Balance as at March 31, 2023	-17.36%	(1432.45)	-27.64%	(565.77)	74.14%	(82.39)	-33.48%	(648.15)
Total after elimination on account of consolidation - March 31, 2024	100.00%	8,678.80	100.00%	1,246.86	100.00%	(5.44)	100.00%	1,241.42
Total after elimination on account of consolidation - March 31, 2023	100.00%	8,306.24	100.00%	2,048.93	100.00%	(111.13)	100.00%	1,937.80

### 40 RATIO AS PER THE SCHEDULE III REQUIREMENTS

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March, 2023
<b>(a) Current Ratio</b>		
Total current assets	7,699.97	6,978.34
Total current Liabilities	1,873.39	1,409.70
Current ratio	4.11	4.95
% Change from previous year	-16.97%	
<b>(b) Debt-Equity Ratio*</b>		
Debt (Borrowing)	619.16	174.57
Total Equity	8,678.85	8,306.33
Debt Equity Ratio	0.07	0.02
% Change from previous year	239.45%	
<b>(c) Debt Service Coverage Ratio^</b>		
Profit after tax for the year	1,246.82	2,049.00
<b>Add: Non cash operating expense and finance cost</b>	<b>460.30</b>	<b>446.53</b>

## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### 40 RATIO AS PER THE SCHEDULE III REQUIREMENTS (contd.)

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March, 2023
Depreciation and amortisation expense	417.15	390.25
Interest	42.88	47.70
Loss/(Profit) on sale of fixed assets	(1.06)	8.55
Fixed assets written-off	1.33	-
<b>Earnings available for debt services</b>	<b>1,707.12</b>	<b>2,495.53</b>
Interest paid	42.88	47.70
Lease repayment	110.80	98.01
Long term secured loans repaid	87.18	(17.25)
<b>Total interest and principal repayments</b>	<b>240.86</b>	<b>128.46</b>
<b>Debt service coverage ratio</b>	<b>7.09</b>	<b>19.43</b>
% Change from previous year	-63.52%	
<b>(d) Return on Equity Ratio<sup>^</sup></b>		
Profit after tax for the year	1,246.88	2,048.93
Average Equity	8,492.59	7,579.38
<b>Return on equity ratio</b>	<b>14.68%</b>	<b>27.03%</b>
% Change from previous year	-45.69%	
<b>(e) Inventory turnover ratio</b>		
Cost of materials consumed	3,966.48	4,966.78
Changes in inventories of finished goods, work-in-progress and scrap	264.08	(91.48)
<b>Cost of goods sold</b>	<b>4,230.56</b>	<b>4,875.30</b>
Average inventory	4,387.19	4,474.87
<b>Inventory turnover ratio</b>	<b>0.96</b>	<b>1.09</b>
% Change from previous year	-11.49%	
<b>(f) Trade Receivables turnover ratio</b>		
Sale of goods and services	11,319.16	13,572.21
Average account receivable	1,444.07	1,747.84
<b>Trade receivables turnover ratio</b>	<b>7.84</b>	<b>7.77</b>
% Change from previous year	0.94%	
<b>(g) Trade payables turnover ratio</b>		
Purchases	3,936.55	4,967.54
Average trade payables	773.26	800.28
<b>Trade payables turnover ratio</b>	<b>5.09</b>	<b>6.21</b>
% Change from previous year	-17.99%	
<b>(h) Net capital turnover ratio</b>		
Revenue from operations	11,395.35	13,660.23
Net working capital* (refer note below)	5,826.59	5,568.64
<b>Net capital turnover ratio</b>	<b>1.96</b>	<b>2.45</b>
% Change from previous year	-20.27%	
<b>Note: Net working capital is calculated by reducing total current liabilities from total current assets.</b>		
<b>(i) Net profit ratio<sup>^</sup></b>		
Profit after tax for the year	1,246.82	2,049.00
Revenue from operations	11,395.35	13,660.23
<b>Net profit ratio</b>	<b>10.94%</b>	<b>15.00%</b>
% Change from previous year	-27.06%	



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### 40 RATIO AS PER THE SCHEDULE III REQUIREMENTS

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March, 2023
<b>(j) Return on Capital employed<sup>^</sup></b>		
Profit before tax	1,633.56	2,682.32
Finance costs	56.37	59.73
<b>Earnings before interest and tax</b>	<b>1,689.93</b>	<b>2,742.05</b>
<b>Capital employed</b>	<b>8,653.28</b>	<b>7,647.31</b>
Net worth	8,678.85	8,306.33
Total Debt*	430.27	(211.86)
Deferred tax Liability	226.24	228.85
Intangible assets	682.08	676.01
<b>Return on capital employed</b>	<b>19.53%</b>	<b>35.86%</b>
% Change from previous year	-45.53%	
<b>(i) Return on Investment<sup>^</sup></b>		
Earnings before interest and tax	1,689.93	2,742.05
Average Shareholder's Equity	8,492.59	7,579.38
<b>Return on Investment</b>	<b>19.90%</b>	<b>36.18%</b>
% Change from previous year	-45.00%	

Total Debt\*= Borrowings - Cash & cash equivalents

\*The variation in Debt equity ratio as at March 31, 2024 as compared to March 31, 2023 is primarily due to increases in current borrowing.

<sup>^</sup> Variation in Debt service coverage, Return on equity, Net profit, Capital employed and Return on investment ratios is primarily due to decreases in turnover and profitability during the year ended March 31, 2024.

### 41 HEDGING ACTIVITIES AND DERIVATIVES

The Group uses foreign currency denominated borrowings and foreign exchange forward contracts for the purpose of hedging its currency risks. These contracts are not intended for trading or speculation. The foreign exchange forward contracts are designated as cash flow hedges.

#### Cash flow hedges

Foreign exchange forward contracts measured at fair value through OCI are designated as hedging instruments in cash flow hedges of forecast sales in US dollar. These forecast transactions are highly probable.

While the Group also enters into other foreign exchange forward contracts with the intention to reduce the foreign exchange risk of expected sales and purchases, these other contracts are not designated in hedge relationships and are measured at fair value through profit or loss

The foreign exchange forward contract balances vary with the level of expected foreign currency sales and purchases and changes in foreign exchange forward rates.



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

The terms of the foreign currency forward contracts match the terms of the expected highly probable forecast transactions. As a result, no hedge ineffectiveness arise requiring recognition through profit or loss. Notional amounts of outstanding forward contracts are as follows :

S No	Nature of Instruments	Currency	Purpose	As at 31 <sup>st</sup> March 2024		As at 31 <sup>st</sup> March 2023	
				Foreign Currency	INR	Foreign Currency	INR
1	Forward Contract	USD	Hedging of highly probable sales	32.33	2,720.12	23.70	1,867.33
2	Forward Contract	EUR	Hedging of highly probable sales	8.95	835.34	11.00	998.64
3	Forward Contract	AUD	Hedging of highly probable sales	-	-	0.60	61.60
4	Forward Contract	GBP	Hedging of highly probable sales	0.02	1.59	-	-

The cash flow hedges of the expected future sales during the year ended March 31, 2024 were assessed to be effective and an unrealised gain of ₹33.89 million, with a deferred tax liability of ₹8.53 million relating to the hedging instruments is included in OCI. Comparatively, the cash flow hedges of the expected future sales during the year ended March 31, 2023 were assessed to be effective and an unrealised loss of ₹55.02 million, with a deferred tax assets of ₹13.85 million was included in OCI in respect of these contracts.

The amount removed from OCI during the year and recognised in the statement of profit & loss for the year ended March 31, 2024 is detailed in Note 30 totaling ₹(41.17) million (net of tax) [March 31, 2023: ₹0.18 million (net of tax)]. The amounts retained in OCI at March 31, 2024 are expected to mature and affect the Consolidated statement of profit and loss in the subsequent years.

Reclassifications to profit or loss during the year gains or losses included in OCI are shown in Note 30.

### 42 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial liabilities other than derivatives, comprise loans and borrowings, trade payables, employee related payables and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loan to employees, trade receivables & other receivables and cash and cash equivalents that derive directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management is supported by a Audit committee that advises on financial risks and the appropriate financial risk governance framework for the Group. The Audit committee provides assurance that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. All derivative activities for risk management purposes are carried out by experienced members from the senior management who have the relevant expertise, appropriate skills and supervision. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised as below.

#### a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are subject to commodity price risk, foreign exchange risk and interest rate risk.

The financial instruments that are affected by these include loans and borrowing, deposits, available-for-sale investments and derivative financial instruments. We, from time to time, undertake analysis in relation to the amount of our net debt, the ratio of fixed to floating interest rates of our debt and our financial instruments that are in foreign currencies. We use derivative financial instruments such as foreign exchange contracts to manage our exposures to foreign exchange fluctuations.



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates. The interest rate on remaining loans (except vehicle loans), although fixed, is subject to periodic review by lending banks / financial institutions in relation to their respective base lending rates, which may vary over a period result of any change in the monetary policy of the Reserve Bank of India.

(INR in millions)

Particular	Effect on profit and equity	
	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
<b>Variable rate borrowings</b>		
Short Term	586.02	54.25
Total Variable rate borrowings	586.02	54.25
<b>Fixed rate borrowings</b>		
Long Term	33.15	120.32
Total fixed rate borrowings	33.15	120.32
<b>Total fixed rate borrowings</b>		
<b>Total</b>	<b>619.17</b>	<b>174.57</b>

### Interest rate sensitivity

Variable interest rate loans are exposed to Interest rate risk, the impact on profit or loss before tax may be as follows:

(INR in millions)

Particular	Effect on profit and equity	
	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Interest rate - increase by 100 basis points (100 bps)*	(5.86)	(0.54)
Interest rate - decrease by 100 basis points (100 bps)*	5.86	0.54

\*Holding all other variable constant

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility than in prior years.

### c) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's export revenue and long term foreign currency borrowings.

The Group have long term agreements with its major customers, the company face foreign exchange risk in respect of (i) our foreign currency loans, in respect of which selectively hedge currency exchange rate risk, (ii) currency mismatches between income and expenditures, which the company seek to manage as much as possible by matching income currency to expenditure currency, and (iii) currency translation for the purpose of preparing consolidated financial statements, on account of global operations.

## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

The period end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

(Amount in millions)

Particular	Currency	Description	Effect on profit and equity	
			Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
a) Receivables	USD	Sale	8.89	9.73
	EUR	Sale	3.55	3.89
	JPY	Sale	17.54	10.23
	AUD	Sale	0.28	0.18
	GBP	Sale	0.31	0.36
b) Payables	USD	Purchase	0.59	-
	EUR	Purchase	-	-
	JPY	Purchase	0.81	-
c) Loans	USD	PCFC Loan/PSFC Loan	-	-
	EUR	PCFC Loan/PSFC Loan	-	-
	USD	FCTL Loan	-	-
d) Bank	USD	EEFC	0.13	0.01
	EUR	EEFC	-	-
e) Other Receivable	USD		0.04	0.05
	EUR		0.04	-
f) Other Payables	USD		0.01	0.02
	EUR		-	-
	JPY		-	4.82

### Foreign currency sensitivity

With respect to the above unhedged exposure the sensitivity is as follows:

(Amount in millions)

Particular	Effect on profit and equity	
	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
INR/USD-Increase by 5%	35.24	40.17
INR/EUR-Increase by 5%	16.13	17.32
INR/GBP-Increase by 5%	1.62	1.80
INR/JPY-Increase by 5%	0.46	0.17
INR/AUD-Increase by 5%	0.77	0.50
INR/USD-Decrease by 5%	(35.24)	(40.17)
INR/EUR-Decrease by 5%	(16.13)	(17.32)
INR/GBP-Decrease by 5%	(1.62)	(1.80)
INR/JPY-Decrease by 5%	(0.46)	(0.17)
INR/AUD-Decrease by 5%	(0.77)	(0.50)



## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### d) Commodity price risk

Commodity price risk is the possibility of impact from changes in the prices of raw materials such as steel, which we use in the manufacture of our products. While we seek to pass on input cost increases to our customers, we may not be able to fully achieve this in all situations or at all times.

#### Commodity price sensitivity

As the Group has a back to back pass through arrangements for volatility in raw material prices there is no impact on the Consolidated profit and loss and equity of the Group.

### e) Credit risk

"Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, investment in mutual funds, other receivables and deposits, foreign exchange transactions and other financial instruments.

In relation to credit risk arising from financing activities, we monitor our credit spreads and financial strength on a regular basis, and based on our on-going assessment of counterparty risk, we adjust our exposure to various counterparties.

For the year ended March 31, 2024, and year ended March 31, 2023 provision for doubtful debts is amounted to ₹1.28 million and ₹1.28 million respectively.

### f) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation and ongoing business.

The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Total Committed working capital limits from Banks	2,225.08	2,714.71
Less: Utilized working capital limit	586.02	54.25
<b>Unutilized working capital limit</b>	<b>1,639.06</b>	<b>2,660.46</b>

### g) Maturities of financial liabilities

The tables below analyse the Group's financial liabilities into relevant maturity groupings based on their contractual maturities. The amount disclosed in the table are the contractual undiscounted cash flow.

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
<b>1 Long Term Borrowings</b>		
Upto 1 year	11.41	26.45
Between 1 to 5 years	21.74	93.87
Over 5 years	-	-
<b>2 Short Term Borrowings</b>		
Upto 1 year	586.02	54.25
Between 1 to 5 years	-	-
Over 5 years	-	-
<b>3 Trade Payables</b>		

## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Upto 1 year	841.81	704.73
Between 1 to 5 years	-	-
Over 5 years	-	-
<b>4 Lease Liabilities</b>		
Upto 1 year	88.85	75.76
Between 1 to 5 years	220.35	187.85
Over 5 years	97.27	171.90
<b>Total</b>	<b>1,867.45</b>	<b>1,314.81</b>

### 43 FINANCIAL INSTRUMENTS BY CATEGORY AND FAIR VALUE HIERARCHY

Set out below, is a comparison by class of the carrying amounts and fair value of the Group's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

Particular	Level of Input	Carrying amount		Fair value	
		As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March 2023
<b>Financial Assets</b>					
Loan to Employees		2.21	3.84	2.21	3.84
Security Deposits		93.85	92.01	93.85	92.01
Derivative instruments	Level 1	14.48	-	14.48	-
Investments	Level 3	1,562.84	250.17	1,562.84	250.17
Trade Receivables		1,334.80	1,553.34	1,334.80	1,553.34
Cash & Bank Balances		190.37	386.77	190.37	386.77
Other Receivables		1.71	3.25	1.71	3.25
<b>Financial Liabilities</b>					
Borrowings		619.16	174.57	619.16	174.57
Trade Payables		841.81	704.73	841.81	704.73
Lease Liabilities		406.47	435.51	406.47	435.51
Derivative instruments	Level 1	-	19.40	-	19.40
Other financial liabilities		1.47	76.38	1.47	76.38

The management assessed that the fair value of cash and cash equivalent, trade receivables, derivative instruments, trade payables and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values: .

- (i) Long-term fixed-rate and variable-rate receivables are evaluated by the Group based on parameters such as individual creditworthiness of the customer. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.
- (ii) The fair value of other non-current financial liabilities and security deposits, is estimated by discounting future cash flows using 10 year government bond rates. In addition to being sensitive to a reasonably possible change in the forecast cash flows or the discount rate, the fair value of the equity instruments is also sensitive to a reasonably possible change in the growth rates.
- (iii) Further the management assessed that the fair value of loan to employees approximate their carrying amounts largely due to discounting at rates which are an approximation of current lending rates.

## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

(iv) The Group enters into derivative financial instruments with various counterparties, principally financial institutions with investment grade credit ratings. Foreign exchange forward contracts are valued using valuation techniques, which employs the use of market observable inputs. The most frequently applied valuation techniques include forward pricing using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies and forward rate curves of the underlying. All derivative contracts are fully cash collateralised, thereby eliminating both counterparty and the Group's own non-performance risk. As at March 31, 2024 the marked-to-market value of derivative asset positions is net of a credit valuation adjustment attributable to derivative counterparty default risk. The changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationships and other financial instruments recognised at fair value.

### Reconciliation of fair value measurement of financial assets/(liabilities) classified as FVTOCI:

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
<b>Derivatives</b>		
<b>Assets</b>		
Forward Currency Contract	14.48	-
<b>Liabilities</b>		
Forward Currency Contract	-	19.40

## 44 Capital management

"The capital includes issued equity capital and other equity reserves attributable to the equity holders of the group. The primary objective of the Group's capital management is to maintain optimum capital structure to reduce cost of capital and to maximize the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants which otherwise would permit the banks to call loans and borrowings in part or in whole. In order to maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

(INR in millions)

Particular	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March 2023
Borrowings	619.16	174.57
Less: cash and other liquid assets	190.36	386.76
Net Debt	428.80	(212.19)
Equity	8,678.85	8,306.33
Net debt/Equity ratio	0.05	(0.03)

## 45 Employee retention credit ("ERC")

During the year ended March 31, 2023 Uniparts USA Ltd the Subsidiary of the company and Uniparts Olsen Inc. the Step down Subsidiary of the company availed benefits under the Employee retention credit scheme, established under the Coronavirus Aid, Relief, and Economic Security Act. It was intended to help businesses retain their workforces and avoid layoffs during the coronavirus pandemic. It provides for a refundable tax credit against certain employment taxes of up to Rs. 0.40 millions per employee for eligible employers. It is a per employee tax credit based on a percentage of qualified wages and health insurance benefits paid to employees. In accordance with the pre-existing accounting principles as applied to Paycheck Protection Program loan, under the provisions of IAS 20, the Company has recorded total Employee retention credit refund received during the year ended March 31, 2024 and March 31, 2023, amounting to Rs. Nil and Rs. 131.20 millions under other income in the consolidated statements of income.

## Notes to the Consolidated Financial Statements For the year ended 31 March 2024

### 46 Other Disclosure

- (i) There were no transaction which have not been recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- (ii) There was no Immovable Property during the year (other than properties where the Company is the lessee and the lease agreements duly executed in favour of the lessee) whose title deeds are not held in name of the Company.
- (iii) There were no proceedings initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (iv) There were no transactions and / or outstanding balances with struck off Companies under section 248 of the Companies Act 2013 or section 560 of the Companies Act 1956.
- (v) The Company does not have any charge which is yet to be registered with the Registrar of Companies beyond the statutory period.
- (vi) The Company has invested funds in subsidiaries directly or through its wholly owned subsidiaries. The Company has complied with the number of layers prescribed under section 2 (87) of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.
- (vii) The Company has not traded or invested in Cryptocurrency or Virtual Currency during the financial year.
- (viii) During the year ended March 31, 2024, the Company was not a party to any approved scheme which needs approval from a competent authority in terms of Sections 230 to 237 of the Companies Act, 2013.
- (ix) The Company has not been declared a wilful defaulter by any bank or financial institution or government or any government authority..

**47** Previous Year figures have been re-grouped/ re-arranged/ re-classified wherever necessary to correspond with the current period's classification/ disclosure.

As per our report of even date attached.

**For S.C. VARMA AND CO.**

Chartered Accountants  
Firm Regn. No.000533N

For and on behalf of the Board of Directors

**Uniparts India Limited**

**S.C. Varma**

Partner, Membership No.011450

**Gurdeep Soni**

(Chairman & Managing  
Director)

[DIN: 00011478]

**Sanjeev Kumar Chanana**

(Independent Director)

[DIN: 00112424]

Date : 28 May 2024

Place : New Delhi

**Rohit Maheshwari**

(Chief Financial Officer)

[FCA: 093127]

**Jatin Mahajan**

(Company Secretary)

[FCS: 6887]



# Notes to the Consolidated Financial Statements

For the year ended 31 March, 2024

Statement Containing Salient Features of the Financial Statement of Subsidiary Companies

## Form AOC-I

(Pursuant to first proviso to sub section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014 [as amended from time to time])  
Statement containing the salient features of the financial statement of the Company's subsidiaries

### Part "A": Subsidiaries

S. No.	Name of the Subsidiary	Reporting Currency	Date of Becoming subsidiary	Exchange Rate as on 31 <sup>st</sup> March, 2024	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investment	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of Share holding
1	Uniparts USA Ltd.	USD	27.01.2005	83.36	66,85,47,200	88,29,52,103	1,88,83,63,533	1,88,83,63,533	69,75,28,559	1,45,37,09,863	27,85,14,346	34,49,847	27,50,64,499	-	100%
2	Uniparts Olsen Inc.	USD	11.11.2005	83.36	32,81,90,821	1,63,61,76,410	2,66,82,69,430	2,66,82,69,430	-	3,96,07,36,456	35,24,76,368	7,78,18,157	27,46,58,211	-	100%
3	Gripwel Fasteners Private Limited	INR	21.01.2008	1.00	5,75,98,420	49,76,65,827	85,10,80,556	85,10,80,556	-	1,94,04,55,644	28,42,13,153	7,36,57,208	21,05,55,945	-	100%
4	Uniparts India GmbH	Euro	18.05.2010	89.97	89,97,000	36,86,64,345	63,30,15,670	63,30,15,670	-	1,43,68,75,928	7,05,39,725	2,28,14,227	4,77,25,498	-	100%
5	Gripwel Conag Private Limited	INR	06.12.2021	1.00	5,50,00,000	2,44,94,858	36,55,19,640	36,55,19,640	-	23,64,55,425	2,76,26,868	47,56,441	2,28,70,427	-	100%

### Notes:

Names of subsidiaries which are yet to commence operations: NIL

Names of subsidiaries which have been liquidated or sold during the year: NIL

### Part "B": Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associates and Joint Ventures

During the period under review, Company does not have any Associates or Joint Ventures.

As per our report of even date attached.

**For S.C. VARMA AND CO.**

Chartered Accountants

Firm Regn. No 000533N

**S.C. Varma**

Partner, Membership No 011450

Date : 28 May 2024

Place : New Delhi

For and on behalf of the Board of Directors  
**Uniparts India Limited**

**Gurdeep Soni**  
(Chairman & Managing Director)  
[DIN: 00011478]

**Sanjeev Kumar Chanana**  
(Independent Director)  
[DIN: 00112424]

**Rohit Maheshwari**  
(Chief Financial Officer)  
[FCA: 093127]

**Jatin Mahajan**  
(Company Secretary)  
[FCS: 6887]



# Uniparts India Limited

CIN: L74899DL1994PLC061753

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

**Corporate Office:** 1<sup>st</sup> Floor, B 208, A1 & A2, Phase-II, Noida-201305, (U.P.), India

**Telephone No.** +91 120 4581400; **E-mail:** [compliance.officer@unipartsgroup.com](mailto:compliance.officer@unipartsgroup.com); **website:** [www.unipartsgroup.com](http://www.unipartsgroup.com)

## NOTICE

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting ("AGM") of the members of Uniparts India Limited ("the Company") will be held on Friday, the 20<sup>th</sup> day of September, 2024 at 04:30 P.M. (IST) through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), to transact the following business:

### Ordinary Business:

1. **To receive, consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and the Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon** and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

- a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
- b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. **To confirm (a) First Interim Dividend of Rs. 8 per equity share of face value of Rs. 10/- each and (b) Second Interim Dividend of Rs. 6 per equity share of face value of Rs. 10/- each** and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

- a. **"RESOLVED THAT** the First Interim Dividend of Rs. 8 per equity share i.e. 80% on face value of Rs. 10/- each fully paid up for the Financial Year 2023-24 approved by the Board of Directors of

the Company and already paid, be and is hereby confirmed."

- b. **"RESOLVED THAT** the Second Interim Dividend of Rs. 6 per equity share i.e. 60% face value of Rs. 10/- each fully paid up for the Financial Year 2023-24 approved by the Board of Directors of the Company and already paid, be and is hereby confirmed."

3. **To appoint Mr. Herbert Klaus Coenen (DIN: 00916001), Non-Executive Director, who retires by rotation as a Director** and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Herbert Klaus Coenen (DIN: 00916001), Non-Executive Director, who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

### Special Business:

4. **To approve appointment of Mr. Ajaya Chand (DIN: 02334456) as Non-Executive Independent Director of the Company**, and in this regard, to consider and if thought fit, to pass, with or without modification(s), 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 Regulations 16, 17, 25 & other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing 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, Mr. Ajaya Chand (DIN: 02334456), who was appointed as an Additional Director in



the capacity of an Independent Director with effect from August 08, 2024, 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 Listing 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 a Non-Executive Independent Director of the Company for a period of three (3) years till August 07, 2027, and that he 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."

5. **To approve the remuneration payable to M/s Vijender Sharma & Co. for the Financial Year 2024-25**, and in this regard, 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 all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and as per the recommendation of the Audit Committee, M/s. Vijender Sharma & Co., member of the Institute of Cost Accountants of India

(FRN-000180), appointed as Cost Auditors of the Company by the Board of Directors of the Company, to audit the cost records of the Company for the financial year 2024-25, be paid the remuneration as set out in the statement annexed to the notice convening this meeting."

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

**Jatin Mahajan  
Head Legal, Company Secretary and Compliance Officer**

Place: Noida, Uttar Pradesh  
Date: August 08, 2024

**Registered Office:**

Gripwel House, Block-5,  
Sector C 6 and 7, Vasant Kunj, New Delhi-110070;  
Tel: +91 11 2613 7979  
Fax: +91 11 2613 3195  
Email: [compliance.officer@unipartsgroup.com](mailto:compliance.officer@unipartsgroup.com)  
Website: [www.unipartsgroup.com](http://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

## NOTES

1. The Ministry of Corporate Affairs ("MCA") has, vide 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 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself /herself and the proxy need not be a member of the Company. Since this AGM will be held through VC/OAVM pursuant to the MCA circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the proxy form, attendance slip and the route map of the venue of the meeting are not annexed hereto.

3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. In compliance with the general circular number 20/2020 dated May 5, 2020 issued by the MCA, the Board of Directors of the Company considered that the special business under Item Nos. 4 and 5, being unavoidable, shall be transacted at this AGM of the Company.
5. In terms of the provisions of Section 152 of the Act, Mr. Herbert Klaus Coenen (DIN: 00916001), Non-Executive Director of the Company, retires by rotation at the Meeting.

The Nomination and Remuneration Committee and the Board of Directors of the Company recommend his re-appointment. Mr. Herbert Klaus Coenen, Director of the Company, is interested in the Ordinary Resolution set out at Item No. 3 of the Notice with regard to his re-appointment. The relatives of Mr. Herbert Klaus Coenen may be deemed to be interested in the resolution set out at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Brief profile of the director retiring by rotation/ seeking reappointment at this Meeting including information required pursuant to Regulation 36 of the Listing Regulations read with the applicable provisions of SS-2 issued by the ICSI, is annexed as "Annexure" to the Notice.

6. Institutional / Corporate Members (that is, other than Individuals, HUFs, NRIs, etc.) are entitled to appoint authorized representative to attend the AGM through VC/OAVM and participate thereat and cast their votes through e voting. Institutional / Corporate Members intending to attend the AGM through their authorized representative(s) are requested to provide scanned certified copy (in PDF format) of Board Resolution / Authority Letter / Power of Attorney, etc. authorizing such representative(s) to attend and vote at the AGM, by e-mail to the Scrutinizer at [nkj@nkj.co.in](mailto:nkj@nkj.co.in) with a copy marked to Company's Registrar and Transfer Agent, Link Intime India Private Limited ("**Link Intime / RTA**") at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) and the Company at [compliance.officer@unipartsgroup.com](mailto:compliance.officer@unipartsgroup.com).
7. **DISPATCH OF NOTICE AND ANNUAL REPORT THROUGH ELECTRONIC MODE:**
  - a) In compliance with the MCA Circulars and Securities and Exchange Board of India ("SEBI") Circular no. SEBI/ HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email address is registered with the Company/ RTA / Depository Participants/

Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.unipartsgroup.com](http://www.unipartsgroup.com), websites of the Stock Exchanges, that is BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Company's RTA at <https://instavote.linkintime.co.in>.

- b) Members who have not registered their email address with the Company/Depositories/DPs, may complete the email registration process as under to receive the Notice and Annual Report and vote on the resolutions mentioned therein:
  - (i) Registration of email id for shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime, by clicking the link: [https://liiplweb.linkintime.co.in/EmailReg/Email\\_Register.html](https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html) in their web site [www.linkintime.co.in](http://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.

- (ii) 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.

- (iii) For Temporary Registration for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime by clicking the link: [https://liiplweb.linkintime.co.in/EmailReg/Email\\_Register.html](https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html) in their web site [www.linkintime.co.in](http://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 [mt.helpdesk@linkintime.co.in](mailto:mt.helpdesk@linkintime.co.in), under Help section or call on Tel no.: 022-49186000;

#### 8. PROCEDURE FOR INSPECTION OF DOCUMENTS:

- (a) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, the Certificate from the Secretarial Auditors in respect of the Company's Employee Stock Option Schemes and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to [compliance.officer@unipartsgroup.com](mailto:compliance.officer@unipartsgroup.com)
- (b) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Monday, September 16, 2024 by sending e-mail on [compliance.officer@unipartsgroup.com](mailto:compliance.officer@unipartsgroup.com). The same will be replied by the Company suitably.

#### 9. AGENCY FOR CONDUCTING THE AGM, REMOTE E-VOTING AND E-VOTING AT AGM:

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS- 2"), Regulation 44 of the Listing Regulations, circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020 and the MCA Circulars, the Company is providing facility of remote e-voting and e-voting at AGM to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has appointed Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company, to provide the VC/OAVM facility for conducting the AGM and for voting through remote e-voting or e-voting at the AGM. The procedure related thereto is explained hereinbelow.

#### 10. REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

- a) The facility for the Members to exercise their right to vote through electronic means will be available during the following period:

**Commencement of e-voting: Monday, September 16, 2024 at 09:00 A.M. (IST)**

**Conclusion of e-voting: Thursday, September 19, 2024 at 05:00 P.M. (IST)**

- b) During the above period, members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date i.e. Friday, September 13, 2024 ("**Cut-off date**") and who are otherwise not barred to cast their vote, may cast their vote by remote e-voting or e-voting at the AGM, on the resolutions set forth in this Notice. The said remote e-voting module shall be disabled by RTA for voting immediately thereafter. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again. A person who is not a member on the Cut-off date should treat this Notice for information purpose only.
- c) The voting rights of the Members for remote e-voting and for e-voting at AGM shall be in proportion to the paid up value of their shares in the equity share capital of the Company as at close of business hours on Cut-off date.
- d) 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 e-Voting service provider portals directly from their demat accounts.

**Login method for Individual shareholders holding securities in demat/ physical mode and Institutional shareholders is given below:**

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

##### **METHOD 1 - If registered with NSDL IDeAS facility**

**Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

**User who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsd.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".

Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsd.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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



**B. Individual Shareholders holding securities in demat mode with CDSL:**

**METHOD 1 - If registered with CDSL Easi/Easiest facility**

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or [www.cdslindia.com](http://www.cdslindia.com).

- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

**Users who have not registered for CDSL Easi/Easiest facility.**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**C. Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.

- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evotinglink displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

#### D. 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:

- i. Visit URL: <https://instavote.linkintime.co.in>
- ii. 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).

- iii. Click on 'Login' under '**SHARE HOLDER**' tab.
- iv. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
- v. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
- vi. E-voting page will appear.
- vii. 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).

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.

#### E. Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

##### STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. b) above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

##### STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
  - a. 'Investor ID' -
    - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678

- ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
- b. 'Investor's Name' - Enter full name of the entity.
- c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
- d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### F. Forgot Password:

##### a. Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- » Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- » Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%^&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

##### b. Institutional shareholders ("Corporate Body/Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- » Click on 'Login' under 'Corporate Body/Custodian/Mutual Fund' tab and further Click 'forgot password?'
- » Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

#### STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

##### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

##### VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select 'View' icon for 'Company's Name / Event number'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/ her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

**c. 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.

Notes:

- » 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".
- » Any person who acquires shares of the Company and becomes Member of the Company after the dispatch of Notice and holding shares as on the Cut-off date, i.e. Friday, September 13, 2024, may obtain the login ID and password by sending a request at [shamwant.kushwah@linkintime.co.in](mailto:shamwant.kushwah@linkintime.co.in). However, if he/ she is already registered with Link Intime for remote e-voting, then he/ she can use his/ her existing user ID and password for casting the vote.

**G. Helpdesk**

**a) Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**b) 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

11. The facility for joining the AGM through VC/ OAVM shall open for the Members 15 minutes before the scheduled time of the commencement of the AGM.
12. The facility of participation at the AGM through VC/ OAVM will be made available on first-come-first served basis. This will not apply to large Shareholders (Shareholders holding 2% or more shareholding) and Institutional Investors who are allowed to attend the AGM without any restriction on account of first come first served basis. Institutional Investors are encouraged to attend and vote at the AGM.
13. **PROCESS AND MANNER FOR ATTENDING THE AGM THROUGH INSTAMEET:**
  - a) Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & click on "Login".
  - b) Select the "Company" and 'Event Date' and register with your following details: -
    - (i) **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No.
      - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID.**
      - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.**
      - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company.
    - (ii) **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the



sequence number provided to you, if applicable.

(iii) **Mobile No.:** Enter your mobile number.

(iv) **Email ID:** Enter your email id, as recorded with your DP/Company.

c) Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

#### 14. INSTRUCTIONS FOR SHAREHOLDERS TO VOTE DURING THE AGM THROUGH INSTAMEET:

The members present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting shall be eligible to vote during the AGM. The e-voting module will be activated 30 minutes prior to the AGM and shall remain activated 15 minutes after the conclusion of the AGM.

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the Cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Notes:

- » Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

- » Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

- » Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

- » Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

- » Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

- » In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

#### 15. INSTRUCTIONS FOR SHAREHOLDERS TO SPEAK DURING THE AGM (SPEAKERS REGISTRATION)

a) Members, who would like to speak during the AGM, need to register their request on or before Friday, September 13, 2024, as a speaker with the Company by sending their request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, by sending an email to the Company at [compliance.officer@unipartsgroup.com](mailto:compliance.officer@unipartsgroup.com). Only those members who are registered as speaker will be allowed to express their views or ask questions at the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

b) Shareholders will get confirmation on first cum first serve basis depending upon the provision available.

#### 16. SCRUTINIZER FOR E-VOTING AND DECLARATION OF VOTING RESULTS:

a) The Board has appointed Mr. Neelesh Kumar Jain, Company Secretary in Practice (Membership No. - FCS 5593 and CP No. - 5233) of M/s. NKJ & Associates, as the Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.



- b) The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman of the meeting or a person authorized by him in writing.
- c) The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company at [www.unipartsgroup.com](http://www.unipartsgroup.com) and on the website of RTA at <https://instavote.linkintime.co.in>. The result will simultaneously be communicated to the stock exchanges and will also be displayed at the Registered Office and Corporate Office of the Company.
- d) The resolutions will be deemed to be passed on the date of AGM, i.e. Friday, September 20, 2024, subject to receipt of the requisite number of votes in favour of the resolutions.
17. The recorded transcript of the AGM shall also be made available on the website of the Company at [www.unipartsgroup.com](http://www.unipartsgroup.com) as soon as possible after the conclusion of AGM.
18. The Members who have not received dividend pertaining to financial year 2023-24 are requested to write to RTA, mentioning the relevant Folio Number(s)/ DP ID and Client ID. The Members are requested to note that dividends which are not claimed/not paid within seven (7) years from the date of transfer to the Company's Unpaid Dividend Account, will, as per the provisions of Section 124 of the Companies Act, 2013 and rules made thereunder, be transferred to the Investor Education and Protection Fund ("IEPF"). The Company would upload the details of unpaid and unclaimed amounts lying with the Company on the Company's website [www.unipartsgroup.com](http://www.unipartsgroup.com) and also on the website of the MCA, from time to time.
- Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016, the equity shares of the Company, in respect of which the dividend(s) remained unpaid or unclaimed for a period of seven (7) consecutive years, are liable to be transferred to the IEPF Authority.
19. SEBI has vide its circulars dated January 24, 2022 and January 25, 2022 mandated listed companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/ Exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition.

Members may note that, as mandated by SEBI, effective April 1, 2019, the Company cannot process any request for transfer of securities in physical mode, except transmission or transposition of securities. Only securities held in dematerialized form can be transferred. Hence, Members are requested to dematerialize their shares if held in physical form.

It may be noted that any service request of the Members holding shares in physical form shall only be processed after the folio is KYC Compliant as per SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 read with SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 Dated June 10, 2024. The KYC formats are available on website of the RTA at <https://liiplweb.linkintime.co.in/KYC-downloads.html>

All Members are encouraged to provide 'choice of nomination' for ensuring smooth transmission of shares held by them as well as to prevent accumulation of unclaimed assets in securities market as per the provisions of SEBI circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024.

20. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in dematerialised form are therefore requested to submit their PAN to the DP's with whom they are maintaining their dematerialised accounts.
21. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH- 13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at <https://liiplweb.linkintime.co.in/KYC-downloads.html>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the share are held in physical form, quoting their folio no.

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

**Jatin Mahajan  
Head Legal, Company Secretary and Compliance Officer**

Place: Noida, Uttar Pradesh  
Date: August 08, 2024

## 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

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), the Board at its meeting held on August 08, 2024, appointed Mr. Ajaya Chand (DIN: 02334456) as an Additional Director in the capacity of Independent Director of the Company for a term of three (3) years with effect from August 08, 2024 to August 07, 2027 (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 Mr. Ajaya Chand 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 Mr. Ajaya Chand 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 Listing 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 he 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 his 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). On the basis of those attributes, the NRC recommended the candidature of Mr. Ajaya Chand. In the opinion of the Board, Mr. Chand fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Chand's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Chand is eligible for appointment as an Independent Director.

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

A copy of the letter of appointment of Mr. Ajaya Chand 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](mailto:compliance.officer@unipartsgroup.com). Save and except Mr. Ajaya Chand 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 Mr. Ajaya Chand is annexed as "Annexure" to the Notice.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

### Item No. 5

The Board of the Directors of the Company as per the recommendation of the Audit Committee, has approved the appointment of M/s. Vijender Sharma & Co., Cost Accountant, as Cost Auditor, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025 on remuneration of Rs. 4,00,000/- (Rupees Four Lacs Only) plus applicable service tax and out of pocket expenses as may be incurred.

In accordance with the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, it is proposed to sought consent of the members by passing an Ordinary Resolution as set out at Item No. 5 of the notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2025. The proposal as mentioned in Item No. 5 is in the interest of the Company and the Board recommends the resolution for approval by members. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.



## Annexure

(To the Notice dated August 08, 2024)

### Details of Director retiring by rotation/seeking appointment at the Meeting

Particulars	Mr. Herbert Klaus Coenen	Mr. Ajaya Chand
Age	62 years	68 years
Nationality	Germany	Indian
Date of first appointment on the Board	12/01/2013	08/08/2024
Qualifications	Mr. Herbert Klaus Coenen holds diploma in mechanical engineering from the University of Applied Science, Cologne	Mr. Ajaya Chand holds a bachelor's degree in commerce from Hansraj College from University of Delhi and is also a qualified chartered accountant.
Experience (including expertise in specific functional area) / Brief Resume	Mr. Herbert Klaus Coenen is Non-Executive Director of the Company. He was appointed as a Director of the Company on January 12, 2013. He has over 36 years of work experience, of which 20 years were with GKN Walterscheid GmbH. He has been associated with the Uniparts Group since May, 2005 and has played a key role in business development, business expansion and technology adoption of the Company and its Subsidiaries. He is also the managing director of our Subsidiary, Uniparts India GmbH.	Mr. Ajaya Chand is currently an independent financial and management consultant. He has over 40 years of experience in Financial Accounting/ Restructuring/ Planning, Implementation of Cost Control System, Internal Audit, Systems Audit, Management Audit, Listing, Merger & Amalgamation and Contracts Management. Prior to that, he was associated with DEN Networks Limited, Zoom Communications Limited, Global Broadcast News, ibn18 Broadcast Limited and New Delhi Television Limited.
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Herbert Klaus Coenen, is liable to retire by rotation.	As per resolution no. 4
Shareholding in the Company as on March 31, 2024	1,71,136 Equity Shares	Nil
Relationship with other Directors / Key Managerial Personnel	None	None
Number of meetings of the Board attended during the financial year (2023-24)	4	NIL [Mr. Ajaya Chand appointed at the Board Meeting dated August 08, 2024 (i.e., Post FY 2023-24)]
Directorship of other Boards as on March 31, 2024	Uniparts India GMBH (a wholly owned subsidiary of Uniparts India Limited at Germany)	CD Pharma India Private Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2024	Nil	Nil
Listed Entities from which resigned as Director in past 3 years	Nil	Den Networks Limited









### **Uniparts India Limited**

#### **Registered Office**

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#### **Corporate Office**

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Website: [www.unipartsgroup.com](http://www.unipartsgroup.com)