

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To

The Chairman of Thirtieth Annual General Meeting of the Equity Shareholders of **Uniparts India Limited** held on Friday, September 20, 2024 at 04:30 p.m. (IST) through Video Conferencing ("VC") or other Audio-Visual Means (OAVM).

Dear Sir,

1. I, Neelesh Kumar Jain, Company Secretary in Practice and Proprietor, NKJ & Associates, Company Secretaries, (Membership Number FCS-5593), have been appointed as Scrutinizer by the Board of Directors of M/s. Uniparts India Limited ("**the Company**") for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**") on the resolutions contained in the notice dated 08th August 2024 ("**Notice**") issued in accordance with General Circular Nos. 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 20/2020 dated 05.05.2020, 22/2020 dated 15.06.2020, 02/2021 dated 13.01.2021, 19/2021 dated 08.12.2021, 21/2021 dated 14.12.2021, 02/2022 dated 05.05.2022, 03/2022 dated 05.05.2022, 10/2022 dated 28.12.2022 and 09/2023 dated 25.09.2023 issued by Ministry of Corporate Affairs ("**MCA**"), Government of India (hereinafter referred to as "**MCA Circulars**"), calling the Thirtieth Annual General Meeting of its Equity Shareholders ("**the Meeting**" /"**AGM**") through VC/OAVM. The AGM was convened on Friday, 20th day of September at 04:30 p.m. (IST) through VC/OAVM. The deemed venue for the Meeting was the Registered Office of the Company.
2. In compliance with the MCA Circulars and SEBI Circular dated January 5, 2023, the Notice along with the Annual Report 2023-24 was sent through electronic mode to equity shareholders whose email address is registered with the Company/ Registrar & Transfer Agent of the Company, Link Intime India Private Limited ("**LINKINTIME**")/ National Securities Depository Limited ("**NSDL**")/Central Depository Services (India) Limited ("**CDSL**") /Depository Participants.

The said Notice and Annual Report 2023-24 was also placed on the website of the Company at: www.unipartsgroup.com and on the website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com,



respectively; and on the website of LINKINTIME at <https://instavote.linkintime.co.in>, the Registrar and Transfer Agent of the Company, being the agency appointed by the Company to provide to its equity shareholders facility to exercise their right to vote on the resolutions contained in the Notice calling the Meeting using an electronic voting system (i) remotely, before the Meeting on the dates referred to in the Notice ("remote e-voting"); and (ii) at the Meeting ("Insta Vote");

In compliance with the relevant MCA Circular(s), a newspaper advertisement was published on Thursday, August 29, 2024 in 'Business Standard' (English newspapers) and 'Business Standard' (Hindi language newspaper), respectively specifying the day, date and time of the AGM. Notice of the AGM and Annual Report was also made available on the website of the Company, Stock Exchanges and LINKINTIME.

3. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**"). As the Scrutinizer, I have to scrutinize:
 - (i) process of remote e-voting; and
 - (ii) process of Insta Poll (e-voting at the AGM).

Management's Responsibility

4. The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ("**LODR**") relating to e-voting on the resolutions contained in the Notice calling the AGM. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility

5. My responsibility as Scrutinizer for e-voting process (i.e. Remote e-voting and Insta Poll) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by LINKINTIME, the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and/or LINKINTIME for my verification.



Cut-off date

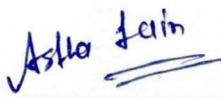
6. The Equity Shareholders of the Company as on the "Cut-off" date, as set out in the Notice, i.e. Friday, September 13, 2024 were entitled to vote on the resolutions (item nos. 1 to 5 as set out in the Notice calling the AGM) and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-off date.

7. Insta Poll process at the AGM:

- i. After the time fixed for closing of the e-voting, the electronic system recording the e-voting (e-votes) was locked by LINKINTIME under my instructions.
- ii. The e-votes cast at the meeting were unblocked on Friday, September 20, 2024 after the conclusion of the AGM.
- iii. The e-votes were reconciled with the records maintained by the Company /LINKINTIME and the authorizations lodged with the Company/ LINKINTIME on test check basis.

8. Remote e-voting process:

- i. The remote e-voting period remained open from Monday, September 16, 2024 at 9:00 a.m. (IST) to Thursday, September 19, 2024 at 5:00 p.m. (IST).
- ii. The votes cast were unblocked on Friday, September 20, 2024 after the conclusion of the AGM and was witnessed by two witnesses, Ms. Astha Jain and Mr. Mohnish Luthra who are not in the employment of the Company and/ or LINKINTIME. They have signed below in confirmation of the same.



Ms. Astha Jain



Mr Mohnish Luthra

- iii. Thereafter, the details containing, *inter alia*, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of LINKINTIME, i.e. <https://instavote.linkintime.co.in>. Based on the report generated by LINKINTIME and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.



9. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and Insta poll, based on the reports generated by LINKINTIME , scrutinized on test-check basis and relied upon by me as under:

Resolution-1: Ordinary Resolutions

(a) Adoption of 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.

Particulars	Number of Members Casted Votes			Number of votes Casted			
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	160	27	187	34252814	309760	34562574	99.9985
Dissent	7	0	7	512	0	512	0.0015
Total	167	27	194	34253326	309760	34563086	100
Invalid Votes	0	0	0	0	0	0	
Abstain	0	0	0	0	0	0	

Based on the above, the Resolution has been passed with requisite majority

(b) Adoption of the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2024 and the report of the Auditors thereon.

Particulars	Number of Members Casted Votes			Number of votes Casted			
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	160	27	187	34252814	309760	34562574	99.9985
Dissent	7	0	7	512	0	512	0.0015
Total	167	27	194	34253326	309760	34563086	100
Invalid Votes	0	0	0	0	0	0	



Abstain	0	0	0	0	0	0	
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Based on the above, the Resolution has been passed with requisite majority

Resolution-2: Ordinary Resolutions

(a) Confirmation of first Interim Dividend of Rs. 8 per equity share of face value of Rs. 10/- each.

Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	160	27	187	34252814	309760	34562574	99.9998
Dissent	6	0	6	57	0	57	0.0002
Total	166	27	193	34252871	309760	34562631	100
Invalid Votes	0	0	0	0	0	0	
Abstain	1	0	1	455	0	455	

Based on the above, the Resolution has been passed with requisite majority

(b) Confirmation of Second Interim Dividend of Rs. 6 per equity share of face value of Rs. 10/- each.

Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	160	27	187	34252814	309760	34562574	99.9998
Dissent	6	0	6	57	0	57	0.0002
Total	166	27	193	34252871	309760	34562631	100
Invalid Votes	0	0	0	0	0	0	



Abstain	1	0	1	455	0	455	
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Based on the above, the Resolution has been passed with requisite majority

Resolution-3: Ordinary Resolution

Appointment of Mr. Herbert Klaus Coenen (DIN:00916001), Non-Executive Director, who retires by Rotation as a Director.

Particulars	Number of Members Casted Votes			Number of votes Casted			
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	153	26	179	34221535	138624	34360159	99.9076
Dissent	14	0	14	31791	0	31791	0.0924
Total	167	26	193	34253326	138624	34391950	100
Invalid Votes	0	0	0	0	0	0	
Abstain	0	1	1	0	171136	171136	

Based on the above, the Resolution has been passed with requisite majority

Resolution-4: Special Resolution

Approval for appointment of Mr. Ajaya Chand (DIN:02334456) as Non-Executive Independent Director of the Company.

Particulars	Number of Members Casted Votes			Number of votes Casted			
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	157	27	184	34252699	309760	34562459	99.9982
Dissent	10	0	10	627	0	627	0.0018
Total	167	27	194	34253326	309760	34563086	100



Invalid Votes	0	0	0	0	0	0	
Abstain	0	0	0	0	0	0	

Based on the above, the Resolution has been passed with requisite majority

Resolution-5: Ordinary Resolution

Approval for the remuneration payable to M/s Vijender Sharma & Co., Cost Auditors, for the Financial Year 2024-25.

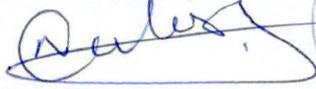
Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	156	27	183	34252674	309760	34562434	99.9981
Dissent	11	0	11	652	0	652	0.0019
Total	167	27	194	34253326	309760	34563086	100
Invalid Votes	0	0	0	0	0	0	
Abstain	0	0	0	0	0	0	

Based on the above, the Resolution has been passed with requisite majority.



The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Mr. Jatin Mahajan, Company Secretary and Compliance Officer of the Company, for preserving safely as provided in the Act read with the relevant Rules.

Thanking You
Yours faithfully



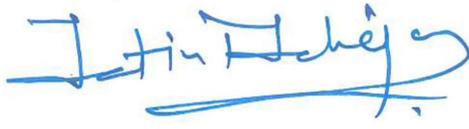
Scrutinizer

Name: Neelesh Kumar Jain
Practicing Company Secretary
FCS: 5593
CP No.: 5233
UDIN: F005593F001277534

Date: 21.09.2024

Place: New Delhi

**Countersigned by:
For Uniparts India Limited**




**On Behalf of the Chairman Mr. Gurdeep Soni
Jatin Mahajan
Head Legal, Company Secretary and Compliance Officer**