

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

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

Sub: Secretarial Auditors' Certificate on implementation of Employees Stock Option Scheme and Employees Stock Option Plan in accordance with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and pursuant to resolution(s) passed by the shareholders in this regard.

1. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('ESOP Regulations 2021') was notified effective from August 13, 2021.
2. As per Regulation 13 of ESOP Regulations, 2021 *"in the case of every company which has passed a Resolution for the scheme(s) under these Regulations, the Board of Directors shall at each annual general meeting place before the shareholders a certificate from the Secretarial Auditors of the Company that the scheme(s) has been implemented in accordance with these regulations and in accordance with the Resolution of the Company in the general meeting"*.
3. Uniparts India Limited ('the Company') has approached us, being Secretarial Auditors of the Company, to issue this certificate as required under Regulation 13 of ESOP Regulations, 2021 to be placed at the ensuing Annual General Meeting to be held for the financial year ended on March 31, 2024 that the Scheme has been implemented in accordance with the Regulations and in accordance with the resolution of the Company.



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4. i) Shareholders of the Company approved the implementation of the Uniparts Employee Stock Plan 2007 ("the ESOP Scheme, 2007") by passing Special Resolution at their Extra-Ordinary General Meeting held on 23th April, 2022.
- ii) The Board of Directors, during their meeting convened on 09th November 2023 and Shareholders of the company through postal ballot on January 09, 2024 approved the below mentioned resolutions:
- 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").
 - 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 23rd 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")'.



Management's Responsibility

5. The preparation and maintenance of all accounting and other records is solely the responsibility of the Management of the Company. This responsibility includes the design, implementation and maintenance of internal controls that are reasonable in the circumstances.
6. The Management is also responsible for ensuring that the Company complies with the requirements of the Regulations and the resolution passed by the shareholders of the Company and for providing all the relevant information to the shareholders of the Company and the Stock Exchanges.

Auditor's Responsibility

7. It is our responsibility to obtain reasonable assurance and form an opinion as to whether the Uniparts Employee Stock Plan 2007 ("the ESOP Scheme, 2007") and 'Uniparts India Limited – Employee Stock Option Scheme 2023' ("ESOS 2023"/ "Scheme") have been implemented, in all material respects during the year ended March 31, 2024, in accordance with the Regulations and the resolution passed by the shareholders of the Company.

Opinion

8. Based on our examination and the information and explanations given to us, we are of the opinion that the Uniparts Employee Stock Plan 2007 ("the ESOP Scheme, 2007") and 'Uniparts India Limited – Employee Stock Option Scheme 2023' ("ESOS 2023"/ "Scheme") has been implemented in all material respects during the year ended March 31, 2024 in accordance with the Regulations and the resolution passed by the shareholders of the Company.

Restriction on Use

9. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of placing before the shareholders of the Company at the forthcoming Annual General Meeting pursuant to the requirements of the Regulations. It should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to



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whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For SANJAY GROVER & ASSOCIATES

Company Secretaries

Firm Registration No.: P2001DE052900

Peer Review No.: 4268/2023



A handwritten signature in black ink, appearing to read "Kapil Dev Taneja".

KAPIL DEV TANEJA

Partner

CP No.:22944; M No.:F4019

UDIN: F004019F000470826

Date: May 28, 2024

Place: New Delhi