



UNIPARTS
GROUP

Our Company was incorporated as "Uniparts India Limited" under the Companies Act, 1956 at Delhi, pursuant to a certificate of incorporation dated September 26, 1994 issued by the Registrar of Companies, Delhi and Haryana at Delhi ("RoC"). Our Company received a certificate of commencement of business on September 7, 1998 from the RoC. For details of change in the Registered Office, see "**History and Certain Corporate Matters – Changes in the Registered Office**" on page 188 of the Red Herring Prospectus dated November 22, 2022 filed with the RoC ("RHP" or "Red Herring Prospectus").

Registered Office: Griplwel House, Block – 5, Sector C 6 & 7, Vasant Kunj, New Delhi 110 070, Delhi, India; **Tel:** +91 11 2613 7979; **Corporate Office:** 1st Floor, B208, A1 & A2, Phase-II, Noida 201 305, Uttar Pradesh, India; **Tel:** +91 120 458 1400
Contact Person: Jatin Mahajan, Company Secretary and Compliance Officer; **Tel:** +91 120 458 1400; **E-mail:** compliance.officer@unipartsgroup.com; **Website:** www.unipartsgroup.com; **Corporate Identity Number:** U74899DL1994PLC061753



OUR PROMOTERS: GURDEEP SONI AND PARAMJIT SINGH SONI

INITIAL PUBLIC OFFERING OF UP TO 14,481,942 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF UNIPARTS INDIA LIMITED ("OUR COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE ("OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION, COMPRISING AN OFFER FOR SALE OF UP TO 14,481,942 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION, COMPRISING AS PER THE TABLE PROVIDED BELOW:

Name of Selling Shareholder	Number of Equity Shares Offered	Name of Selling Shareholder	Number of Equity Shares Offered
Promoter Group Selling Shareholder		Investor Selling Shareholder	
The Karan Soni 2018 CG-NG Nevada Trust	Up to 1,100,000 Equity Shares (₹ [●] million)	Ashoka Investment Holdings Limited	Up to 7,180,642 Equity Shares (₹ [●] million)
The Meher Soni 2018 CG-NG Nevada Trust	Up to 1,100,000 Equity Shares (₹ [●] million)	Ambadevi Mauritius Holding Limited	Up to 2,154,192 Equity Shares (₹ [●] million)
Pamela Soni	Up to 2,200,000 Equity Shares (₹ [●] million)		
Individual Selling Shareholder			
Andrew Warren Code	Up to 177,378 Equity Shares (₹ [●] million)	Mark Louis Dawson	Up to 20,870 Equity Shares (₹ [●] million)
James Norman Hallene	Up to 177,378 Equity Shares (₹ [●] million)	Bradley Lorenz Miller	Up to 16,366 Equity Shares (₹ [●] million)
Kevin John Code	Up to 177,378 Equity Shares (₹ [●] million)	Mary Louise Arp	Up to 10,440 Equity Shares (₹ [●] million)
Dennis Francis DeDecker	Up to 57,420 Equity Shares (₹ [●] million)	Diana Lynn Craig	Up to 8,340 Equity Shares (₹ [●] million)
Melvin Keith Gibbs	Up to 41,730 Equity Shares (₹ [●] million)	Marc Christopher Dorau	Up to 7,710 Equity Shares (₹ [●] million)
Walter James Gruber	Up to 24,706 Equity Shares (₹ [●] million)	Craig A Johnson	Up to 5,010 Equity Shares (₹ [●] million)
Wendy Reichard Hammen	Up to 21,556 Equity Shares (₹ [●] million)	Misty Marie Garcia	Up to 826 Equity Shares (₹ [●] million)

THE OFFER WILL CONSTITUTE 32.09% OF OUR POSTOFFER PAID-UP EQUITY SHARE CAPITAL.

The Offer is being made in accordance with Regulation 6(1) of the SEBI ICDR Regulations

QIB Portion: Not more than 50% of the Offer | Non-Institutional Portion: Not less than 15% of the Offer | Retail Portion: Not less than 35% of the Offer (Retail Individual Investors are those who have Bid for the Equity Shares for an amount not more than ₹ 200,000 in the Offer)

PRICE BAND: ₹ 548 TO ₹ 577 PER EQUITY SHARE OF FACE VALUE OF ₹ 10 EACH.

THE FLOOR PRICE IS 54.80 TIMES THE FACE VALUE OF THE EQUITY SHARES AND
THE CAP PRICE IS 57.70 TIMES THE FACE VALUE OF THE EQUITY SHARES.

BIDS CAN BE MADE FOR A MINIMUM OF 25 EQUITY SHARES AND IN MULTIPLES OF 25 EQUITY SHARES THEREAFTER.

RISKS TO INVESTORS

- The Offer comprises only an Offer for Sale by the Selling Shareholders and our Company will not receive any proceeds from the Offer for Sale.
- Weighted average cost of acquisition of all Equity Shares transacted in last three years and one year immediately preceding the date of the Red Herring Prospectus.

Particulars	Weighted average cost of acquisition (in ₹)	Range of acquisition price: Lowest Price - Highest Price (in ₹)	Cap Price is 'X' times the Weighted Average Cost of Acquisition
Last one year preceding the date of the Red Herring Prospectus	52.50	52.50 - 52.50	10.99
Last three year preceding the date of the Red Herring Prospectus	0.74	52.50 - 52.50*	779.73

As certified by M/s S.C. Varma and Co., Chartered Accountants, our Statutory Auditors, by way of their certificate dated November 24, 2022.

*Excluding transfer by way of gift as no consideration was paid.

- Product Concentration Risk: The Company derives significant portion of its revenues from 3-point linkage systems ("3PL") and precision machined parts ("PMP") product verticals. The revenue from 3PL and PMP of total revenue from operations are as provided below:

Particulars	Fiscal 2020	Fiscal 2021	Fiscal 2022	Three months period ended June 30, 2022
3PL	47.17%	56.10%	55.72%	57.60%
PMP	47.65%	37.62%	36.43%	35.46%

- Customer Concentration Risk: The Company is dependent on a limited number of customers for a significant portion of its revenues. Revenue from the top 10 customers across product segments and geographies was 74.62%, 73.08%, 70.42% and 71.30% of the revenue from operations for Fiscal 2020, 2021 and 2022 and in the three months ended June 30, 2022, respectively.

- The Company is significantly impacted by the availability of raw materials, particularly steel, power and fuel and labour. The cost of raw materials and employee benefit expense as % of our total expenses is as provided below:

Particulars	Fiscal 2020	Fiscal 2021	Fiscal 2022	Three months period ended June 30, 2022
Raw material and components consumed, including purchase of stock-in-trade and change in inventory	38.03%	42.56%	40.09%	43.65%
Employee Benefits Expense	24.50%	22.37%	21.93%	20.78%

- Fluctuations in foreign currency may harm our results from operations. Our Company's revenues, operating expenses and finance costs are significantly influenced by the currencies of those countries where we manufacture and/or sell our products (for example, the United States, Europe and Japan). The revenue from operations derived from outside India was 69.89%, 67.41%, 72.30% and 70.02% of the total revenue from operations for Fiscal 2020, 2021 and 2022 and in the three months ended June 30, 2022, respectively.

- The three BRLMs associated with the Offer have handled 68 public issues in the past three years, out of which 25 issues closed below the offer price on listing date.

Name of BRLMs	Total Issues	Issues closed below IPO Price on listing date
Axis Capital Limited*	25	12
DAM Capital Advisors Limited*	6	3
JM Financial Limited*	16	4
Common issues of above BRLMs	21	6
Total	68	25

*Issues handled where there were no common BRLMs.

BID/OFFER OPENS TODAY

BID/OFFER CLOSING ON*: FRIDAY, DECEMBER 2, 2022

BID/OFFER PROGRAMME

*UPI mandate end time and date shall be at 5.00 pm on the Bid/ Offer Closing Date.

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company and the Investor Selling Shareholders, in consultation with the Book Running Lead Managers may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of price band, the Bid lot shall remain the same. The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR"), read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company and the Investor Selling Shareholders in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a discretionary basis by the Company and the Investor Selling Shareholders, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations (the "Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors ("Anchor Investor Allocation Price"). Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, subject to valid Bids being received at or above the Offer Price, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Investors ("Non-Institutional Category") of which one-third of the Non-Institutional Category shall be available for allocation to Investors with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Category shall be available for allocation to Investors with an application size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Category may be allocated to Investors in the other sub-category of Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Offer shall be available for allocation to Retail Individual Investors ("Retail Category"), in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All Investors (except Anchor Investors) shall mandatorily participate in this Offer only through the Application Supported by Blocked Amount ("ASBA") process, and shall provide details of their respective bank account (including UPI ID in case of UPI Investors) in which the Bid Amount will be blocked by the Self Certified Syndicate Banks ("SCSBs") or the Sponsor Bank, as the case may be. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "Offer Procedure" on page 431 of the RHP. Investors/Applicants should ensure that DP ID, PAN, Client ID and UPI ID (for RiBs bidding through the UPI mechanism) are correctly filled in the Bid cum Application Form. The DP ID, PAN and Client ID provided in the Bid cum Application Form should match with the DP ID, PAN, Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Investors/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Investors/Applicants should note that on the basis of the PAN, DP ID, Client ID and UPI ID (for RiBs bidding through the UPI mechanism) as provided in the Bid cum Application Form, the Bidder/Applicant may be deemed to have authorised the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving Allotment Advice or unblocking of ASBA Account or for other correspondence(s) related to the Offer. Investors/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Investors/Applicants' sole risk. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021. Contents of the Memorandum of Association of the Company as regards its objects: For information on the main objects of the Company, please see the section "History and Certain Corporate Matters" on page 188 of the RHP. The Memorandum of Association of the Company is a material document for inspection in relation to the Offer. For further details, please see the section titled "Material Contracts and Documents for Inspection" on page 458 of the RHP.

Liability of the members of the Company: Limited by shares

Amount of share capital of the Company and Capital structure: As on the date of the RHP, the authorised share capital of the Company is ₹ 600,000,000 divided into 60,000,000 Equity Shares of face value of ₹ 10 each. The issued, subscribed and paid-up share capital of the Company is ₹ 451,337,580 divided into 45,133,758 Equity Shares of face value of ₹ 10 each. For details, please see the section titled "Capital Structure" beginning on page 95 of the RHP.

Names of signatories to the Memorandum of Association of the Company and the number of Equity Shares subscribed by them: The names of the signatories of the Memorandum of Association of our Company are Kirpal Singh, Gurdeep Soni, Paramjit Singh Soni, Harjit K. Singh, Pamela Soni, Sarabjit Soni and Joginder S. Chatha. For details of the share capital history and capital structure of our Company, please see the section titled "Capital Structure" beginning on page 95 of the RHP.

Listing: The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters, both dated June 1, 2022. For the purposes of the Offer, BSE shall be the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see "Material Contracts and Documents for Inspection" on page 458 of the RHP.

Disclaimer Clause of the Securities and Exchange Board of India ("SEBI"): SEBI only gives its observations on the offer documents and this does not constitute approval of either the Offer or the specified securities or the offer document. The investors are advised to refer to page 411 of the RHP for the full text of the disclaimer clause of SEBI.

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE OFFER		COMPANY SECRETARY AND COMPLIANCE OFFICER	
				Jatin Mahajan Company Secretary and Compliance Officer Tel: +91 120 458 1400 E-mail: compliance.officer@unipartsgroup.com, Website: www.unipartsgroup.com	
Axis Capital Limited 1 st Floor, Axis House, C-2 Wadia International Centre, PB Marg, Worli, Mumbai 400 025, Maharashtra, India. Tel: +91 22 4325 2183 E-mail: ipo@axiscap.in, Website: www.axiscapital.co.in Investor Grievance E-mail: complaints@axiscap.in Contact Person: Ankit Bhatia/Pratik Pednekar SEBI Registration No.: INM000012029	DAM Capital Advisors Limited One BKC, Tower C, 15 th Floor, Unit no. 1511, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India. Tel: +91 22 4202 2500 E-mail: uniparts ipo@damicapital.in, Website: www.damicapital.in Investor Grievance E-mail: complaint@damicapital.in Contact Person: Chandresh Sharma SEBI Registration No.: MB/INM000011336	JM Financial Limited 7 th Floor, Energy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025, Maharashtra, India. Tel: +91 22 6630 3030/+91 22 6630 3262 E-mail: uniparts ipo@jmfml.com, Website: www.jmfml.com Investor Grievance E-mail: grievance.ibd@jmfml.com Contact person: Prachi Dhuri SEBI Registration No.: INM000010361	Link Intime India Private Limited C-101, 1 st Floor, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai 400 083, Maharashtra, India. Tel: +91 22 4918 6200 E-mail: uniparts ipo@linkintime.co.in, Website: www.linkintime.co.in Investor grievance e-mail: uniparts ipo@linkintime.co.in Contact person: Shanti Gopalakrishnan SEBI Registration No.: INR000004058	Investors may contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-offer or post-offer related grievances including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, investors may also write to the BRLMs.	

AVAILABILITY OF THE RHP: Investors are advised to refer to the RHP and the "Risk Factors" beginning on page 27 of the RHP, before applying in the Offer. A copy of the RHP shall be available on website of SEBI at www.sebi.gov.in and is available on the websites of the BRLM, i.e. Axis Capital Limited at www.axiscapital.co.in, DAM Capital Advisors Limited at www.damicapital.in and JM Financial Limited at www.jmfml.com respectively and on the websites of BSE and NSE at www.bseindia.com and www.nseindia.com, respectively.

AVAILABILITY OF BID CUM APPLICATION FORMS: Bid cum Application Forms can be obtained from the Registered Office of the Company UNIPARTS INDIA LIMITED, Tel: +91 120 458 1400; the BRLMs: **Axis Capital Limited**, Tel: +91 22 4325 2183, **DAM Capital Advisors Limited**, Tel: +91 22 4202 2500, **JM Financial Limited**, Tel: +91 22 6630 3030/+91 22 6630 3262, **Syndicate Members: Sharekhan Limited**, Tel: +91 22 6750 2000, **JM Financial Services Limited**, Tel: +91 22 6136 3400 and at the select locations of the Sub-syndicate Members, SCSBs, Registered Brokers, RTAs and CDPs participating in the Offer. ASBA Forms will also be available on the websites of BSE and NSE and the Designated Branches of SCSBs, the list of which is available at websites of the Stock Exchanges and SEBI.

UNIPARTS INDIA LIMITED is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to make an initial public offering of its equity shares ("Offer") ("Corrigendum to the RHP"). The RHP and the Corrigendum to the RHP are available on the website of the SEBI at www.sebi.gov.in, the website of the National Stock Exchange of India Limited at www.nseindia.com and the website of the BSE Limited at www.bseindia.com and the respective websites of the book running lead managers to the Offer, Axis Capital Limited at www.axiscapital.co.in, DAM Capital Advisors Limited at www.damicapital.in and JM Financial Limited at www.jmfml.com. All potential investors should note that investment in equity shares involves a high degree of risk. For details, potential investors should refer to the Prospectus which may be filed with the RoC in the future, including the section titled "Risk Factors" on page 27 of the RHP. Potential investors should not rely on the DRHP filed with the SEBI in making any investment decision. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933 (the "U.S. Securities Act") or any state securities laws in the United States, and unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of each jurisdiction where such offers and sales are made. There will be no public offering of the Equity Shares in the United States.