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(Please scan this QR code to view the Addendum)



UNIPARTS
GROUP

UNIPARTS INDIA LIMITED

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 180 of the draft red herring prospectus dated April 25, 2022 (the "DRHP").

Registered Office: Gripwel House, Block – 5, Sector C 6 & 7, Vasant Kunj, New Delhi 110 070, 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

NOTICE TO INVESTORS: ADDENDUM TO THE DRAFT RED HERRING PROSPECTUS (THE "ADDENDUM")

OUR PROMOTERS: GURDEEP SONI AND PARAMJIT SINGH SONI

INITIAL PUBLIC OFFERING OF UP TO 15,731,942 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 15,731,942 EQUITY SHARES AGGREGATING UP TO ₹ [•] MILLION, COMPRISING 1,700,000 EQUITY SHARES BY THE KARAN SONI 2018 CG-NG NEVADA TRUST AGGREGATING UP TO ₹ [•] MILLION, 1,700,000 EQUITY SHARES BY THE MEHER SONI 2018 CG-NG NEVADA TRUST AGGREGATING UP TO ₹ [•] MILLION AND 2,250,000 EQUITY SHARES BY PAMELA SONI AGGREGATING UP TO ₹ [•] MILLION (COLLECTIVELY THE "PROMOTER GROUP SELLING SHAREHOLDERS"), 7,180,642 EQUITY SHARES BY ASHOKA INVESTMENT HOLDINGS LIMITED ("ASHOKA") AGGREGATING UP TO ₹ [•] MILLION AND 2,154,192 EQUITY SHARES BY AMBADEVI MAURITIUS HOLDING LIMITED ("AMBADEVI") AGGREGATING UP TO ₹ [•] MILLION, ("ASHOKA" AND "AMBADEVI" ARE TOGETHER REFERRED TO AS THE "INVESTOR SELLING SHAREHOLDERS") AND 177,378 EQUITY SHARES BY ANDREW WARREN CODE AGGREGATING UP TO ₹ [•] MILLION, 177,378 EQUITY SHARES BY JAMES NORMAN HALLENE AGGREGATING UP TO ₹ [•] MILLION, 177,378 EQUITY SHARES BY KEVIN JOHN CODE AGGREGATING UP TO ₹ [•] MILLION, 57,420 EQUITY SHARES BY DENNIS FRANCIS DEDECKER AGGREGATING UP TO ₹ [•] MILLION, 41,730 EQUITY SHARES BY MELVIN KEITH GIBBS AGGREGATING UP TO ₹ [•] MILLION, 24,706 EQUITY SHARES BY WALTER JAMES GRUBER AGGREGATING UP TO ₹ [•] MILLION, 21,556 EQUITY SHARES BY WENDY REICHARD HAMMEN AGGREGATING UP TO ₹ [•] MILLION, 20,870 EQUITY SHARES BY MARK LOUIS DAWSON AGGREGATING UP TO ₹ [•] MILLION, 16,366 EQUITY SHARES BY BRADLEY LORENZ MILLER AGGREGATING UP TO ₹ [•] MILLION, 10,440 EQUITY SHARES BY MARY LOUISE ARP AGGREGATING UP TO ₹ [•] MILLION, 8,340 EQUITY SHARES BY DIANA LYNN CRAIG AGGREGATING UP TO ₹ [•] MILLION, 7,710 EQUITY SHARES BY MARC CHRISTOPHER DORAU AGGREGATING UP TO ₹ [•] MILLION, 5,010 EQUITY SHARES BY CRAIG A JOHNSON AGGREGATING UP TO ₹ [•] MILLION AND 826 EQUITY SHARES BY MISTY MARIE GARCIA AGGREGATING UP TO ₹ [•] MILLION (TOGETHER, THE "INDIVIDUAL SELLING SHAREHOLDERS", AND TOGETHER WITH THE PROMOTER GROUP SELLING SHAREHOLDERS AND THE INVESTOR SELLING SHAREHOLDERS ARE COLLECTIVELY, THE "SELLING SHAREHOLDERS") (THE "OFFER FOR SALE" OR THE "OFFER"). THE OFFER WILL CONSTITUTE 34.86% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL.

This is with reference to the DRHP filed with the Securities and Exchange Board of India in relation to the Offer. In this regard, Bidders may note the following:

- a) The names of individuals and entities forming part of the Promoter Group of the Company have been disclosed in the section "**Promoter and Promoter Group**" beginning on page 206 of the DRHP. Consequent to the disposal by SEBI of the exemption application dated April 25, 2022 made to SEBI under Regulation 300(1)(c) of the SEBI ICDR Regulations, the Company is required to include Navjit Bindra, sister of the spouse of one of our Promoters, Paramjit Singh Soni, as a member of the Promoter Group in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations and is required to disclose the same in the DRHP.

The sub-section titled "**Promoter Group**" of the section "**Promoter and Promoter Group**" beginning on page 208 shall now read as follows in the DRHP:

Natural persons who are part of the Promoter Group

The natural persons who are part of the Promoter Group (due to their relationship with our Promoters), other than our Promoters, are as follows:

Name of Promoter	Name of relative	Relationship
Gurdeep Soni	Pamela Soni	Spouse
	Arjun Soni	Son
	Angad Soni	Son
	Tanya Kohli	Daughter
	Paramjit Singh Soni	Brother
	Sonu Kapoor	Sister
	Harminder Chatha	Spouse's mother
	Neela Goolry	Spouse's sister
Paramjit Singh Soni	Sarabjit Soni	Spouse
	Karan Soni	Son
	Meher Soni	Daughter
	Gurdeep Soni	Brother
	Sonu Kapoor	Sister
	Santosh Kaur	Spouse's mother
	Jaswinder Singh Bhogal	Spouse's brother
	Navjit Bindra	Spouse's sister

Entities forming part of the Promoter Group

The entities forming part of our Promoter Group are as follows:

- | | | |
|---|--|--|
| 1. Amazing Estates Private Limited; | 12. Leon India (Partnership Firm); | 23. SKG Engineering Private Limited; |
| 2. Avid Maintenance LLP; | 13. Ninety Hospitality LLP | 24. Soni Foundation; |
| 3. Bluebells Homes Private Limited; | 14. Paper Bag Entertainment Inc.; | 25. Soni Family Foundation INC; |
| 4. Charisma Homes LLP; | 15. Paramjit Soni (HUF); | 26. Soni Holdings (Partnership Firm); |
| 5. Farmparts Company (Partnership Firm); | 16. Paramjit Soni Gifting Trust; | 27. Sweaty Spirit Apparel Limited; |
| 6. Gifting Trust of Karan Soni; | 17. P. Soni Family Trust; | 28. The Karan Soni 2018 CG-NG Nevada Trust; |
| 7. Gifting Trust of Meher Soni; | 18. Sarabjit Soni Gifting Trust; | 29. The Meher Soni 2018 CG-NG Nevada Trust; |
| 8. G.K.P. Farms Private Limited; | 19. Sepoy Beverages LLP; | 30. The Paramjit Soni 2018 CG-NG Nevada Trust; |
| 9. Gripwel Fasteners (Partnership Firm); | 20. Sepoy Drinks Private Limited; | 31. Tima Trading Private Limited; and |
| 10. Gurdeep Soni (HUF); | 21. SGA Trading Private Limited; | 32. 7 Days Film LLC. |
| 11. Indento International (Partnership Firm); | 22. Silveroak Estates Private Limited; | |
- b) The following risk factor should be added as Risk Factor number 50A of the DRHP:

Navjit Bindra, an immediate relative of one of our Promoters, Paramjit Singh Soni and deemed to be a part of the Promoter Group under SEBI ICDR Regulations has not provided consent, information or any confirmations or undertakings pertaining to herself which are required to be disclosed in relation to the Promoter Group in this DRHP.

Our Company had sought and requested Navjit Bindra, an immediate relative of one of our Promoters, Paramjit Singh Soni and deemed to be a part of the Promoter Group under the SEBI ICDR Regulations to provide the confirmations and undertakings in respect of herself as a member of the Promoter Group of our Company as well as any other entities/bodies corporate/firms/HUFs that she may be interested in which would qualify as part of the Promoter Group of the Company. However, despite repeated attempts, our Company did not receive the relevant confirmations and undertakings from her.

Our Company, pursuant to its letter dated April 25, 2022 had sought an exemption from the inclusion of Navjit Bindra, sister of the spouse of one of our Promoters, Paramjit Singh Soni, from inclusion in the Promoter Group of our Company on account of not receiving the relevant information, confirmations and undertakings from Navjit Bindra and also regarding the entities she may be interested in, for inclusion in this Draft Red Herring Prospectus. SEBI, pursuant to its letter dated June 15, 2022 has directed our Company to include Navjit Bindra and entities she may be interested in, as part of the promoter group of the Company.

In view of Navjit Bindra's refusal to form part of the Promoter Group of our Company, and non-receipt of the relevant confirmations and undertakings from her, in order to comply with the disclosure requirements specified under the SEBI ICDR Regulations pertaining to members of the Promoter Group of issuer companies, our Company has disclosed such details pertaining to Navjit Bindra in the section titled "**Promoter and Promoter Group**" beginning on page 206 of the DRHP, only to the extent available and accessible to our Company from certain publicly available information published on the websites of government bodies / authorities. However, given that certain of such undertakings and confirmations are based only on publicly available information published on the websites of government bodies / authorities our Company has not been able to identify any body corporate in which twenty per cent or more of the equity share capital is held by Navjit Bindra or a firm or Hindu Undivided Family in which Navjit Bindra is a member and consequently, our Company has not been able to identify all entities which may be considered as a part of the Promoter Group of the Company and/or include disclosures in the DRHP pertaining to any factual confirmations required to be made in relation to the Promoter Group members. There can be no assurance that all relevant and/or complete disclosures pertaining to Navjit Bindra and/or entities she may be interested in, as members of the Promoter Group of the Company are included in the DRHP. To that extent, the incremental disclosures made in the section titled "**Promoter and Promoter Group**" in relation to Navjit Bindra beginning on page 206 of the DRHP, are limited and based on the publicly available information published on the websites of government bodies / authorities.

The disclosures pertaining to the aforementioned exemption application dated April 25, 2022, at pages 26, 208 and 406-407 of the DRHP, under the sections titled "**Summary of the Offer Document**", "**Promoter and Promoter Group**" and "**Other Regulatory and Statutory Disclosures**", respectively, will be suitably updated to reflect the developments pertaining to the disposal of the said exemption application by SEBI in the Red Herring Prospectus and the Prospectus, as and when filed with the RoC, SEBI and the Stock Exchanges. The section titled "**Material Contracts and Documents for Inspection**", beginning on page 444 of the DRHP will also be updated in the Red Herring Prospectus and Prospectus to include details of our exemption application/letter to SEBI dated April 25, 2022, and SEBI's letter dated June 15, 2022, disposing of our application. The DRHP shall be read in conjunction with this Addendum. The information in this Addendum supplements the DRHP and updates the information in the DRHP, as applicable. However, this Addendum does not reflect all the changes that have occurred between the date of filing of the DRHP and the date hereof, and accordingly does not include all the changes and/or updates that will be included in the Red Herring Prospectus and the Prospectus.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
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: uil.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 (Formerly IDFC Securities 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@damcapital.in Investor Grievance E-mail: complaint@damcapital.in Website: www.damcapital.in Contact Person: Chandresh Sharma SEBI Registration No.: MB/INM000011336	JM Financial Limited 7 th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025 Maharashtra, India Tel: +91 22 6630 3030/ +91 22 6630 3262 E-mail: uniparts.ipo@jmfi.com Investor Grievance E-Mail: grievance.ibd@jmfi.com Website: www.jmfi.com Contact person: Prachee 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: + 22 4918 6200 E-mail: uniparts.ipo@linkintime.co.in Investor grievance e-mail: uniparts.ipo@linkintime.co.in Website: www.linkintime.co.in Contact person: Shanti Gopalkrishnan SEBI Registration No.: INR000004058

All capitalised terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the DRHP.

For Uniparts India Limited

On behalf of Board of Directors

Place: New Delhi

Date: July 25, 2022

Sd/-

Company Secretary and Compliance Officer

Uniparts India Limited is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares and has filed the DRHP dated April 25, 2022 with SEBI on April 26, 2022. The DRHP is available on the website of SEBI at www.sebi.gov.in, the websites of the Stock Exchanges i.e., BSE and NSE at www.bseindia.com and www.nseindia.com, respectively, and the websites of the BRLMs, i.e., Axis Capital Limited, DAM Capital Advisors Limited (Formerly IDFC Securities Limited) and JM Financial Limited at www.axiscapital.co.in, www.damcapital.in and www.jmfi.com, respectively. Investors should note that investment in equity shares involves a high degree of risk and for details relating to such risk, please see the section entitled "**Risk Factors**" on page 27 of the DRHP. Potential investors should not rely on the DRHP filed with SEBI for making any investment decision.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("**U.S. Securities Act**") or any other applicable law of the United States and, unless so registered, 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 state securities laws. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made.