



UNIPARTS  
GROUP

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# 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 188 of the Red Herring Prospectus dated November 22, 2022 filed with the RoC ("RHP").

**Registered Office:** Gripwel House, Block – 5, Sector C 6 & 7, Vasant Kunj, New Delhi 110 070, Delhi, India; **Tel:** +91 11 2613 7979; **Corporate Office:** 1<sup>st</sup> 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 PROGRAMME

ANCHOR INVESTOR BIDDING DATE\*: TUESDAY, NOVEMBER 29, 2022

BID/OFFER OPENS ON: WEDNESDAY, NOVEMBER 30, 2022

BID/OFFER CLOSES ON\*\*: FRIDAY, DECEMBER 2, 2022

\*Our Company and the Investor Selling Shareholders, in consultation with the BRLMs, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations.

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

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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.

**General Risk:** Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of the Issuer and the Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the investors is invited to "**Risk Factors**" on page 27 of the RHP.

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE OFFER		COMPANY SECRETARY AND COMPLIANCE OFFICER
 <p><b>Axis Capital Limited</b> 1<sup>st</sup> Floor, Axis House, C-2 Wadia International Centre PB Marg, Worli, Mumbai 400 025, Maharashtra, India <b>Tel:</b> + 91 22 4325 2183 <b>E-mail:</b> uil.ipo@axiscap.in <b>Website:</b> www.axiscapital.co.in <b>Investor Grievance E-mail:</b> complaints@axiscap.in <b>Contact Person:</b> Ankit Bhatia/Pratik Pednekar <b>SEBI Registration No.:</b> INM000012029</p>	 <p><b>DAM Capital Advisors Limited</b> One BKC, Tower C, 15<sup>th</sup> Floor, Unit no. 1511, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India <b>Tel:</b> +91 22 4202 2500 <b>E-mail:</b> uniparts.ipo@damcapital.in <b>Investor Grievance E-mail:</b> complaint@damcapital.in <b>Website:</b> www.damcapital.in <b>Contact Person:</b> Chandresh Sharma <b>SEBI Registration No.:</b> MB/INM000011336</p>	 <p><b>JM Financial Limited</b> 7<sup>th</sup> Floor, Chenergy, Appasaheb Marathe Marg Prabhadevi, Mumbai 400 025, Maharashtra, India <b>Tel:</b> +91 22 6630 3030/ +91 22 6630 3262 <b>E-mail:</b> uniparts.ipo@jmfl.com <b>Investor Grievance E-mail:</b> grievance.ibd@jmfl.com <b>Website:</b> www.jmfl.com <b>Contact person:</b> Prachee Dhuri <b>SEBI Registration No.:</b> INM000010361</p>	 <p><b>Link Intime India Private Limited</b> C-101, 1<sup>st</sup> Floor, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai 400 083, Maharashtra, India <b>Tel:</b> + 91 22 4918 6200 <b>E-mail:</b> uniparts.ipo@linkintime.co.in <b>Investor grievance e-mail:</b> uniparts.ipo@linkintime.co.in <b>Website:</b> www.linkintime.co.in <b>Contact person:</b> Shanti Gopalkrishnan <b>SEBI Registration No.:</b> INR000004058</p>	<p><b>Jatin Mahajan</b> Company Secretary and Compliance Officer Tel: + 91 120 458 1400 <b>E-mail:</b> compliance.officer@unipartsgroup.com <b>Website:</b> www.unipartsgroup.com</p> <p>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.</p>

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

For on behalf of UNIPARTS INDIA LIMITED  
Sd/-  
Jatin Mahajan  
Company Secretary and Compliance Officer

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 jurisdictions where such offers and sales are made. There will be no public offering of the Equity Shares in the United States.