



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 32ND ANNUAL GENERAL MEETING OF THE MEMBERS OF UNITED VAN DER HORST LIMITED WILL BE HELD ON MONDAY, 23RD SEPTEMBER, 2019 AT 09:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT E-29/30, MIDC, TALOJA, NAVI MUMBAI – 410208, RAIGAD, MAHARASHTRA, INDIA.

ORDINARY BUSINESS:

1. The Audited Financial Statements of the Company for the financial year ended 31st March, 2019 including audited Balance sheet as at 31st March, 2019 and the statement of Profit & Loss A/c for the year ended on that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Akshay Ashokan Veliyil (DIN: 07826136), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Re-appointment of Mr. Sarbjit Singh Chaudhary (DIN: 01259845) as an Independent Director of the company for the term of Five Years:**

To consider and if thought fit, pass with or without modification(s), the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force ('Listing Regulations') and as approved by Board of Directors of the Company based on the recommendations of the Nomination and Remuneration Committee, Mr. Sarbjit Singh Chaudhary, who was appointed as an Independent Director of the Company at the 27th Annual General Meeting of the Company and who held office of the Independent Director up to 31st March, 2019 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules made thereunder and Regulation 16(1)(b) of Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 1st April, 2019 to 31st March, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all

documents and filling of requisite forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

4. Appointment of Ms. Aditi Sanjay Patil, (DIN: 08490053) as an Independent Director (Woman Director) of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149,150,152,160 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof for the time being in force), Mr. Aditi Sanjay Patil, who was appointed as an Additional Director (Independent Director) of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and whose term expires at the ensuing Annual General Meeting of the Company, in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director (Woman Director) of the Company for a term of 5 (Five) consecutive years with effect from 21st June, 2019 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisite forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

5. Issue of Equity Shares on a preferential and private placement basis:

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules made thereunder and the enabling provisions of the Memorandum and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (the “SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Foreign Exchange Management Act,1999, as amended, and rules and regulations framed thereunder, if any, as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Registrar of Companies (the “RoC”) and

the Stock Exchange where the shares of the Company is listed (“Stock Exchange”) and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the Consent of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot 380,000 (Three Lakhs Eighty Thousand) equity shares of face value of Rs. 10/- each (Rupees Ten Only) for cash at an issue price of Rs.28/- (Rupees Twenty Eight Only) including premium of Rs.18/- (Rupees Eighteen Only) per share aggregating to Rs. 106,40,000/- (Rupees One Crore Six Lakhs Forty Thousand Only) on preferential and private placement basis to the below mentioned proposed allottee, determined in accordance with the provisions of Chapter V of SEBI (Issue Of Capital and Disclosure Requirements) Regulations, 2018 as on the Relevant Date on such other terms and conditions as may be approved by the Board:

No.	Name of the Proposed Allottee(s)	Category	No. of Equity Shares Proposed to be allotted	Name of the Ultimate Beneficiaries/Owner
1.	Jagmeet Singh Sabharwal	Promoter	1,40,000	Jagmeet Singh Sabharwal
2.	Sheetal Jagmeet Singh Sabharwal	Promoter	50,000	Sheetal Jagmeet Singh Sabharwal
3.	Rajiv Hanwani Manbir Singh	Non-Promoter	1,90,000	Rajiv Hanwani Manbir Singh
Total			380,000	

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of issue price of the equity shares is 23rd August, 2019 i.e. 30 days prior to the date of 32nd Annual General Meeting (‘AGM’)

“RESOLVED FURTHER THAT the aforesaid issue of equity shares shall be subject to the following terms and conditions:

- a) The proposed allottees shall be required to bring in 100% of the consideration for the equity shares to be allotted to such proposed allottees, on or before the date of allotment thereof;
- b) The consideration for allotment of equity shares shall be paid to the Company from the bank accounts of the respective proposed allottees;
- c) The equity shares to be allotted to the proposed allottees shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations;

- d) The equity shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under;
- e) The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided where the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission, as the case may be; and
- f) Allotment shall only be made in dematerialized form. The monies to be received by the Company from the Proposed Allottees for application of the Equity Shares pursuant to this preferential issue shall be kept in a separate bank account to be opened by the Company and shall be utilized in accordance with Section 42 and 62 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchange i.e. BSE Limited.

RESOLVED FURTHER THAT the equity shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the equity shares and listing thereof with the Stock Exchange, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders”

By Order of the Board of Directors
For **United Van Der Horst Limited**

SD/-

Place : Mumbai
Date : 23rd August, 2019

Mr. Jagmeet Singh Sabharwal
Chairman & Managing Director
DIN: 00270607

Registered office:
E.29/30, MIDC, Talaja,
Navi Mumbai - 410208, Raigad,
Maharashtra, India

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL ONLY, INSTEAD OF HIMSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING AT THE REGISTERED OFFICE OF THE COMPANY.**

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY AS APPLICABLE. THE PROXY-HOLDER SHALL PROVE HIS/HER IDENTITY AT THE TIME OF ATTENDING THE MEETING.

CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVE TO ATTEND AND VOTE AT THE MEETING ARE REQUESTED TO ENSURE THAT THE AUTHORIZED REPRESENTATIVE CARRIES A DULY CERTIFIED TRUE COPY OF THE RESOLUTION UNDER SECTION 113 OF THE COMPANIES ACT, 2013, AUTHORIZING THEM TO ATTEND AND VOTE AT THE MEETING. IN TERMS OF THE PROVISIONS OF THE COMPANIES ACT, 2013, THE REPRESENTATIVES OF CORPORATE MEMBERS WITHOUT PROPER AUTHORIZATION, MAY NOT BE ABLE TO ATTEND THE MEETING.

2. M/s. Chokshi and Co. LLP, Chartered Accountants, Mumbai (FRN:131228W/W100044), were appointed as Statutory Auditors of the Company at the 30th Annual General Meeting of the Company held on 22nd September, 2017 (Adjourned on 29th September, 2017) from the conclusion of 30th Annual General Meeting till the conclusion of Annual General Meeting to be held for the financial year ended 31st March, 2022 in the Financial Year 2022-2023, subject to ratification by the members at every Annual General Meeting. However, Pursuant to notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Companies Act, 2013 and the rules made thereunder, the mandatory requirement for ratification of appointment of Statutory Auditors by the Members at every Annual General Meeting (“AGM”) has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.
3. Company had received intimation from statutory auditor (auditor) of the Company that name of the auditor’s firm has been changed from M/s. ‘CHOKSHI AND CO LLP’ (CHOKSHI) to M/s. ‘CKSP AND CO LLP’ (CKSP) with no change in constitution of the firm. Shareholders are requested to take note of the same.
4. Members/proxies should bring duly attendance slip sent herewith to attend the meeting.
5. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty-four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days before the commencement of meeting in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 16th September, 2019 to Monday, 23rd September, 2019 (both days inclusive).
7. Members holding shares in physical form are requested to notify the change, if any, in their address and blank mandate details to the Registrar and Share Transfer Agent (‘RTA’), Link Intime India Pvt. Ltd. at C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400083, Maharashtra, India.
8. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Link Intime India Pvt. Ltd. at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
9. Members are requested to bring their copy of the Annual Report to the Annual General Meeting (AGM).

10. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/Real Time Gross Settlement (RTGS)/Direct Credit, etc.
11. As directed by SEBI, the Members holding shares in physical form are requested to submit particulars of their bank account along with the original cancelled cheque bearing the name of the Member to Link Intime India Pvt. Ltd./Company to update their Bank Account Details.
12. Members holding shares in demat form are requested to update their Bank Account details with their respective Depository Participant. The Company or Link Intime India Pvt. Ltd cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.
13. SEBI has decided that securities of listed companies can be transferred only in dematerialized form from April 1, 2019. In view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.
14. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
15. Members seeking any information on the Accounts are requested to write to the Company, which should reach the Company at least one week before the date of the Annual General Meeting so as to enable the Management to keep the information ready. Replies will be provided only at the Annual General Meeting.
16. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the businesses under Item No. 3, 4 and 5 of the Notice is Annexed hereto.
17. Members are requested to immediately intimate changes, if any, in their registered addresses along with pin code number to the Company. Members holding shares in dematerialized mode are requested to intimate the same to their respective Depository Participants.
18. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate risks associated with physical shares.
19. The Notice of the AGM along with the Annual Report 2018-19 physical/electronic copies is being sent by through permitted mode.
20. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during (3.00 p.m. to 5.00 p.m.) on all working days except Saturday up to and including the date of the Annual General Meeting of the Company.

21. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
22. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
23. **Voting through electronic means:**
 - i. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote at the 32nd Annual General Meeting ('AGM') by electronic means and the businesses may be transacted through e-Voting Services provided by Central Depository Services Limited ('CDSL'). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility and a member may avail of the facility at his/her/its discretion, subject to compliance with the instructions prescribed below.
 - ii. The facility for voting, through polling paper shall be made available at the AGM and members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday, 20th September, 2019 at 10:00 a.m. IST and ends on Sunday, 22nd September, 2019 at 5:00 p.m. IST During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, 16th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a **first time user** follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip / Address Sticker indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on **“SUBMIT”** tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the **190826066 <EVSN>** for the relevant **<Company Name>** on which you choose to vote.

(xii) On the voting page, you will see **“RESOLUTION DESCRIPTION”** and against the same the option **“YES/NO”** for voting. Select the option **YES** or **NO** as desired. The option **YES** implies that you assent to the Resolution and option **NO** implies that you dissent to the Resolution.

(xiii) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on **“SUBMIT”**. A confirmation box will be displayed. If you wish to confirm your vote, click on **“OK”**, else to change your vote, click on **“CANCEL”** and accordingly modify your vote.

- (xv) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on **“Click here to print”** option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions

- A) The voting rights of Members shall be in proportion to their share of the paid up share capital of the Company as on Monday, 16th September, 2019.
- B) Mr. Shashank Ghaisas, Partner of M/s. AVS & Associates, Practicing Company Secretaries (Membership No.40386) has been appointed as the Scrutinizer to scrutinize the voting process (e-voting and poll) in a fair and transparent manner.
- C) Any person, who acquires the shares of the Company and become member of the Company after dispatch of notice and holding shares as on the Cut-off date i.e. Monday, 16th September, 2019 may obtain the login ID and password by sending the request at the email id helpdesk.evoting@cdslindia.com or to the Scrutinizer Mr. Shashank Ghaisas at Office: S-27, Haware Fantasia Business Park, Next to Inorbit Mall, Sector 30A, Vashi, Navi Mumbai - 400703, Maharashtra, India.
- D) The Scrutinizer shall, within a period not exceeding two days from the conclusion of AGM shall make a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company/AGM.

- E) The facility for voting through Polling Paper shall be made available at the AGM and the members attending the AGM who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- F) A Member can opt for only one mode of voting i.e. either through e-voting or by poll. If a Member casts votes by both modes, then voting done through e-voting shall prevail and polling paper shall be treated as invalid.
- G) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be eligible to cast their vote again.
- H) The Scrutinizer shall after the conclusion of voting at the Annual General Meeting will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and shall make, not later than two days of the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favor and against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- I) The Results declared along with Scrutinizer's Report (s) will be available on the website of the Company (www.uvdhl.com) within two days of passing of resolutions and communication of the same to the BSE Limited.

By Order of the Board of Directors
For **United Van Der Horst Limited**

SD/-

Place : Mumbai
Date : 23rd August, 2019

Mr. Jagmeet Singh Sabharwal
Chairman & Managing Director
DIN: 00270607

Registered office:
E.29/30, MIDC, Talaja,
Navi Mumbai - 410208, Raigad,
Maharashtra, India

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a special resolution by the Company for another term up to five years on the Board of a Company.

Mr. Sarbjit Singh Chaudhary, was appointed as an Independent Director of the Company for a period of five years commencing from 1st April, 2014 up to 31st March, 2019. Based on his performance evaluation and recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (**'Act'**) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force (**'Listing Regulations'**), Mr. Sarbjit Singh Chaudhary, is eligible for re-appointment as Independent Director and had offered himself for the re-appointment. The Board of Directors recommends the proposal to re-appoint Mr. Sarbjit Singh Chaudhary, as an Independent Director for a further term of five years i.e. from 1st April, 2019 to 31st March, 2020.

Mr. Sarbjit Singh Chaudhary is not disqualified from being appointed as a Director in terms of Section 164 of Companies Act, 2013 and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013 and applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of the Directors is of the view that, Mr. Sarbjit Singh Chaudhary has contributed valuable efforts during his tenure to reach to towards better results of the Company in the form of good corporate governance, better directions and suggestions whenever required. So considering his expertise and experience, it would be of immense benefit to the Company and it is desirable to avail services of Mr. Sarbjit Singh Chaudhary.

In the opinion of the Board, Mr. Sarbjit Singh Chaudhary, fulfils the conditions specified under the Companies Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the Listing Regulations for re-appointment as an Independent Director of the Company and is an independent from the management. Further, the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director.

Except Mr. Sarbjit Singh Chaudhary, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice. The Board recommends the Special Resolution set out at Item No. 3 for the approval of Members.

The Board recommends the **Special Resolution** set out at Item No. 3 of the accompanying Notice in the interests of the Company.

Item No. 4:

Pursuant to Section 149, 152, 161 and Schedule IV of the Companies Act, 2013 and rules made thereunder and based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors of the Company have appointed Ms. Aditi Sanjay Patil, as an Additional Director (Independent Director) of the Company for the term of 5 (Five) consecutive years with effect from 21st June, 2019 to 20th June, 2024 not liable to retire by rotation, subject to the approval of the shareholders at the ensuing Annual General Meeting. Ms. Aditi Sanjay Patil is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013 and applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has received a notice in writing from a Member proposing her candidature for the office of Independent Director.

Members of the Company informed that, Ms. Sonal Singh has resigned from the position of Independent Director of the Company. So there is a requirement to fill the position of Independent Woman Director in the Company. Members of the Company further informed that from last two years remarkable changes have been occurred in the Company pertaining to work culture, efficiency, income capacity, compliances etc. due to change in management in start of the financial year 2017-18. These changes brought the Company towards substantial growth within short time. Hence, Board of Directors is of the opinion to appointment someone at the position of Independent Woman Director who will give independent opinion, suggestions, directions with respect to improvement in timely Compliances, work efficiency etc. Whereas Ms. Aditi Sanjay Patil has reasonable experience in Internal and Statutory Audit of Listed, Public Companies and Scheduled Banks etc. As well as she has handled some crucial assignments during her work experience which will helpful for the Company to reach the goal of sustainable development of the Company

Accordingly, pursuant to Section 149 and Schedule IV of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof), the Board recommends the resolution in relation to appointment of Ms. Aditi Sanjay Patil as a Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 21st June, 2019 to 20th June, 2024 and shall not be liable to retire by rotation.

Except Ms. Aditi Sanjay Patil being appointee, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the Ordinary Resolution set out at Item No.4 of the accompanying Notice in the interests of the Company.

The Board recommends the **Ordinary Resolution** set out at Item No. 4 of the accompanying Notice in the interests of the Company.

Item No. 5:

The Members of the Company are hereby inform that, from the year 2017 onwards, the existing management has made many changes in team, internal policies, work pattern etc. with the intention of growth and expansion of business of the Company. Considering the growth, expansion of business activities and to meet day to day operating expenses i.e. working capital of the Company, the Company requires fund either through capital or borrowed fund. The Board of Directors of the Company discussed the same in their meeting held on June 29, 2019 and proposed to offer, issue and allot 380,000 (Three Lakhs Eighty Thousand) equity shares of face value of Rs. 10/- each (Rupees Ten Only) for cash to Promoter, Relative of Promoter and Non-Promoter of the Company.

After that, in Board Meeting held on August 23, 2019, the price for issue of 380,000 equity shares has been determined in accordance with the provisions of regulation 165 of Chapter V of SEBI (Issue Of Capital and Disclosure Requirements) Regulations, 2018 which is Rs.28/- (Rupees Twenty Eight Only) including premium of Rs.18/- (Rupees Eighteen Only) per share.

As per the provisions of Section 42 and Section 62 of the Companies Act, 2013 and rules made there (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), issue and allotment of 380,000 (Three Lakhs Eighty Thousand) equity shares on preferential and private placement basis requires Shareholders Approval.

Hence, the Board of Directors of your Company recommend the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The copy of Memorandum and Articles of Association of the Company and other necessarily documents are kept open for inspection for the shareholders at the registered office of the Company during working hours except on Saturday & Sunday.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) are as follows:

- A. Objects of the Preferential Issue:** Your Company is growing and hence, the funds are required to meet day to day operating expenses i.e. working capital of the Company as well as expansion of business activities which would be in the interest of the Company to fulfill its growth strategies.
- B. The total/maximum number of shares or other securities to be issued:** The resolution set out in the accompanying notice authorizes the Board to offer, issue and allot 380,000 (Three Lakhs Eighty Thousand) equity shares on preferential and private placement basis and resolution for the same has been passed by the Board of Directors their meetings held on June 29, 2019 and August 23, 2019.

- C. Issue Price, Relevant Date and the Basis on which the price has been arrived at:** The price of equity shares to be issued is fixed at Rs.28/- (Rupees Twenty Eight Only) including premium of Rs.18/- (Rupees Eighteen Only) per share of Face Value of Rs.10/- each in accordance with the price as determined in terms of regulation 165 of Chapter V of SEBI (Issue Of Capital and Disclosure Requirements) Regulations, 2018.

The relevant date as per the SEBI (ICDR) Regulations for the determination of the price per equity share pursuant to the preferential allotment is August 23, 2019 (“Relevant Date”) (i.e. 30 days prior to the date of proposed AGM. Since August 24, 2019 falls on weekend, the day preceding the weekend is reckoned as relevant date i.e. August 23, 2019.

The Company is listed on BSE Limited and shares of the Company are not frequently traded in accordance with Regulation 164 of the SEBI (ICDR) Regulations read with Regulation 165 of the SEBI (ICDR) Regulations for Pricing of infrequently traded shares. Hence, the issue price of shares has been determined by CA Pravin R. Navandar, Independent Registered Valuer having office at D-519-520 Neelkanth Business Park, Nathani Road, Vidya Vihar (W), Mumbai - 400086.

Accordingly, price per Equity Share is Rs.28/- (Rupees Twenty Eight Only) has been determined for issue and allot of 380,000 (Three Lakhs Eighty Thousand) equity shares on preferential and private placement basis by the Independent Registered Valuer in accordance with the provisions of regulation 165 of the SEBI (ICDR) Regulations read with Regulation 164 of the SEBI (ICDR) Regulations.

- D. Intention/Contribution of promoters / directors / key managerial personnel to subscribe to the offer:** None of the existing directors or key managerial personnel or promoters intends to subscribe to the proposed issue except Mr. Jagmeet Singh Sabharwal (Promoter) and his spouse (relative) Mrs. Sheetal Jagmeet Singh Sabharwal are subscribing to the proposed offer.

- E. Principal terms of the assets charged as securities:** Not Applicable

- F. Proposed time schedule within which the allotment shall be completed:** As required under the SEBI (ICDR) Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue. Provided that when the allotment on preferential basis is pending on account of pendency of any approval or permission for such allotment by any regulatory authority or the Central Government, the period of fifteen days shall be counted from the date of such approval or permission.

G. The name of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control:

No.	Details of Subscriber(s)*	Category / Class of Subscriber(s)	Pre Issue % holding	Number of Equity Shares proposed to be allotted	Post Issue % Holding#	Ultimate Beneficial Owners of proposed allottees
1.	Jagmeet Singh Sabharwal (PAN: AAQPS1189N)	Promoter	67.88%	1,40,000	65.18%	Jagmeet Singh Sabharwal
2.	Sheetal Jagmeet Singh Sabharwal (PAN: AAGPD7236H)	Promoter	Nil	50,000	1.14%	Sheetal Jagmeet Singh Sabharwal
3.	Rajiv Hanwani Manbir Singh (PAN: AMOPS1063P)	Non- Promoter	Nil	1,90,000	4.34%	Rajiv Hanwani Manbir Singh

*Sheetal Jagmeet Singh Sabharwal is spouse (relative) of Jagmeet Singh Sabharwal who is promoter of the company. Hence, the category of Sheetal Jagmeet Singh Sabharwal is considered as Promoter. Whereas, post issue % holding disclosed individually.

Post Issue % Holding is calculated on post issue capital of the Company i.e. after allotment of 380,000 equity shares.

H. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in management or control of the Company pursuant to the issue of the equity shares.

I. Shareholding Pattern pre and post preferential issue of Equity Shares:

No.	Category	Pre Issue*		Post Issue#	
		No of Shares Held	% of Share Holding	No of Shares Held	% of Share Holding
A.	Promoters' holding:				
1	Indian:				
	Individual	27,12,085	67.88	29,02,085	66.32%
	Bodies corporate	-	-	-	-
	Sub-Total	27,12,085	67.88	29,02,085	66.32%
2	Foreign/NRI Promoters:	-	-	-	-
	Sub-Total (A)	27,12,085	67.88	29,02,085	66.32%
B.	Non-Promoters' holding:				
1	Institutional Investors	1600	0.04	1600	0.03
2	Non-Institution:				
	Corporate Bodies	10,981	0.27	10,981	0.25
	Indian Public including Directors & relatives	11,73,942	29.38	13,63,942	31.17
	Others (including NRIs)	96,892	2.42	96,892	2.21
	Sub-Total (B)	12,83,415	32.12	14,73,415	33.67
	GRAND TOTAL	39,95,500	100	43,75,500	100

* As on June 30, 2019

No. of Shares held by Promoter & Promoter Group mentioned in post issue included shares held by Sheetal Jagmeet Singh Sabharwal relative of promoter.

J. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price: During the year, no preferential allotment has been made to any person by the Company.

- K. Amount which the Company intends to raise by way of such securities:** Rs. 1,06,40,000/- (Rupees One Crore Six Lakhs Forty Thousand Only).
- L. Lock in period:** The proposed allotment of the equity shares shall be subject to a lock-in as per the requirements of SEBI (ICDR) Regulations.
- M. Material terms of raising such securities:** Offer, Issue and Allotment of 380,000 (Three Lakhs Eighty Thousand) equity shares of face value of Rs. 10/- each (Rupees Ten Only) for cash at an issue price of Rs.28/- (Rupees Twenty Eight Only) including premium of Rs.18/- (Rupees Eighteen Only) per share aggregating to Rs.1,06,40,000/- (Rupees One Crore Six Lakhs Forty Thousand Only) on preferential and private placement basis. The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.
- N. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable
- O. The Company hereby undertakes that:**
- a) It would re-compute the price of the securities specified above, in terms of the provisions of the SEBI (ICDR) Regulations, if it is required to do so; and
 - b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.
- P. Auditor's certificate:** A certificate from M/s. CKSP AND CO. LLP (Formerly known as Chokshi and Co. LLP) Statutory Auditors of the Company, certifying that the issue of equity shares is being made in accordance with requirements of SEBI (ICDR) Regulations shall be placed before the Annual General Meeting of the shareholders.

Relevant documents are open for inspection by the members at the Registered Office of the Company on all working days (excluding Saturdays, Sundays and Holidays) from 11.30 A.M. to 05.00 P.M. till the date of AGM.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members and therefore, recommends the resolution for your approval.

Except Mr. Jagmeet Singh Sabharwal and his spouse (relative) Sheetal Jagmeet Singh Sabharwal, None of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at **Item No. 5** of the accompanying Notice in the interests of the Company.

Details of Director (s) seeking appointment/re-appointment at the Annual general Meeting (pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of Secretarial Standard - 2):

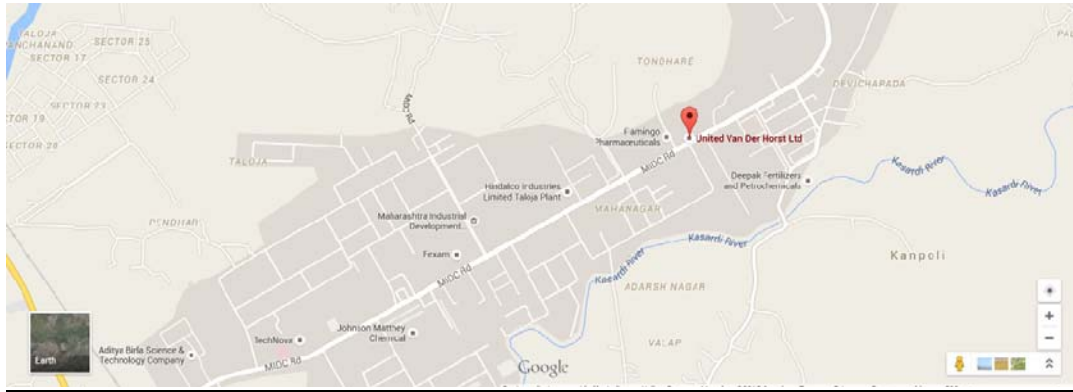
Particulars	Mr. Akshay Ashokan Veliyil
Age	49 Years
Nature/Experience in functional area	Two decades experience in Oil seals, Hydraulic Cylinders, V-Belts & Transmissions.
Qualification	Diploma in Polymer Technology from London
Terms and Condition of Appointment & Last Remuneration	Appointment as a Non-Executive Director for no fixed terms and conditions other than prescribed under the Companies Act, 2013. Last Remuneration Drawn – Nil
Remuneration sought to be paid	Nil
Directorship in other Companies including Listed Company	Max Spare Limited Rubber Products Limited
Membership of Committees of other Companies including Listed Company (Audit Committee /Nomination Remuneration Committee/Stakeholders Relationship Committee)	Nil
No. of Shares held in the Company	-
First Appointment by the Board	20/05/2017
Relationship with other Director, Manager & KMP	No Relation
Board Meeting attended (F.Y. 2018-19)	Five
Justification for appointment	Not Applicable

Particulars	Mr. Sarbjit Singh Chaudhary
Age	68 Years
Nature/Experience in functional area	More than three decades wide experience in field of Taxation, Audit, Excise, Customs etc.
Qualification	Fellow members of Institute of Chartered Accountants.
Terms and Condition of Appointment & Last Remuneration	Re-appointment as an Independent Director of the Company for term of 1st April, 2019 to 31 st March, 2024. Last Remuneration Drawn – Nil
Remuneration sought to be paid	Nil
Directorship in other Companies including Listed Company	Rubber Products Limited
Membership of Committees of other Companies including Listed Company (Audit Committee /Nomination Remuneration Committee/Stakeholders Relationship Committee)	Nil
No. of Shares held in the Company	-
First Appointment by the Board	30/12/2005
Relationship with other Director, Manager & KMP	No Relation
Board Meeting attended (F.Y. 2018-19)	Five
Summary of Performance Evaluation Report	The Board of Directors of the Company have evaluated the performance of Mr. Sarbjit Singh Chaudhary on the basis of his attendance at the meetings of Board and Committees, listening views of others, active participation in meetings, rendering of independent and unbiased opinions, giving of positive inputs into development of strategy, better governance practices and safeguarding of confidential information of the Company, Knowledge with the latest developments and applicable laws to the Company etc. Further, the board has done the said evaluation in rating manner such as below expectation, meet expectation and exceed expectation. The performance evaluation of Mr. Sarbjit Singh Chaudhary was satisfactory to the Board.

Particulars	Ms. Aditi Sanjay Patil
Age	26 Years
Nature/Experience in functional area	Work experience of more than 5 years and have worked in Internal and Statutory audits of Listed, Public Companies and Scheduled Banks etc.
Qualification	B.Com Graduate and MBA in Finance
Terms and Condition of Appointment & Last Remuneration	Appointment as an Independent Director of the Company for term of 5 years from 21 st June, 2019 to 20 th June, 2024. Last Remuneration Drawn – Nil
Remuneration sought to be paid	Nil
Directorship in other Companies including Listed Company	Nil
Membership of Committees of other Companies including Listed Company (Audit Committee /Nomination Remuneration Committee/Stakeholders Relationship Committee)	Nil
No. of Shares held in the Company	-
First Appointment by the Board	21/06/2019
Relationship with other Director, Manager & KMP	No Relation
Board Meeting attended (F.Y. 2018-19)	Nil
Justification for appointment	At a young age, Ms. Aditi Patil has gained reasonable experience in Internal and Statutory Audits of Listed, Public Companies and Schedule banks and due to her expertise knowledge of Taxation, costing and Audit. This kind of work experience will be helpful to boost the growth of the Company with her independent opinion, suggestions, directions with respect to improvement timely Compliances, work efficiency etc.

Land Mark: DEEPAK FERTILISERS, TALOJA

ROUTE MAP:



FORM NO MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN: L99999MH1987PLC044151

Name of the Company: United Van Der Horst Limited

Regd. Office: E.29/30, MIDC, Taloja, Navi Mumbai – 410208, Raigad

Email: compliance@uvdhl.com

Website: www.uvdhl.com

Tel. 022-2740 1983

Fax: 022-2741 0308

Name of the Member(s):	
Registered Address:	
E mail Id:	
Folio No / Client ID:	
DP ID:	

I / We, being the member(s) of shares of the above named company, hereby appoint:

Name: Address: or failing him

Name: Address: or failing him

Name: Address:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company to be held on Monday, 23rd September, 2019 at 09:30 a.m. at the registered office of the Company situated at E.29/30, MIDC, Taloja, Navi Mumbai – 410208, Raigad and at any adjournment thereof in respect of the such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
Ordinary Business			
1	To consider and adopt Audited Financial Statements of the Company for the financial year ended 31st March, 2019 including audited Balance sheet as at 31st March, 2019 and the statement of Profit & Loss A/c for the year ended on that date and the Report of the Board of Directors and Auditors thereon		
2.	To appoint Director in place of Mr. Akshay Ashokan Veliyil, (DIN: 07826136), who retires by rotation and, being eligible, offers himself for re-appointment.		
Special Business			
3.	To Re-appoint Mr. Sarbjit Singh Chaudhary (DIN: 00130115) as an Independent Director of the company for the term of Five Years.		
4.	To appoint Ms. Aditi Sanjay Patil, (DIN: 08490053) as an Independent Director of the Company for the term of Five Years.		
5.	To Issue of Equity Shares on a Preferential and Private Placement Basis.		

Signed this _____ day of _____, 2019

Signature of the Shareholder. _____

Signature of Proxy holder(s). _____

**Please affix the
Revenue
Stamp of Rs. 1**

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

United Van Der Horst Limited

CIN: L99999MH1987PLC044151

Regd. Office: E.29/30, MIDC, Talaja, Navi Mumbai – 410208, Raigad

Tel. 022-2740 1983: Fax: 022-2741 2725/2741 0308 Website: www.uvdhl.com

**ATTENDANCE SLIP
THIRTY-SECOND (32ND) ANNUAL GENERAL MEETING**

Please fill this attendance slip and hand it over at the entrance of the venue of the meeting.

Name	
Address	
No. of Shares held	
DP ID No.	
Client Id No	
Regd. Folio No	

I certify that I am a member/ proxy / authorized representative for the member of the Company.

I hereby record my presence at the 32nd Annual General Meeting of United Van der Horst Limited on Monday, 23rd September, 2019 at 09:30 a.m. at the registered office of the Company situated at E.29/30, MIDC, Talaja, Navi Mumbai – 410208, Raigad

Name of the Member / proxy (in block letters)

Signature of the Member / Proxy

Note: Please read the instructions printed overleaf carefully before exercising your votes

