

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF UNITED VAN DER HORST LIMITED WILL BE HELD ON FRIDAY, JULY 28, 2023 AT 2:30 P.M. THROUGH VIDEO CONFERENCING("VC")/OTHER AUDIO-VISUAL MEANS ("OAVM") FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

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**SPECIAL BUSINESS:**

**ITEM No.1:**

**Increase in Authorised Share Capital and Alteration of Memorandum of Association of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013, if any, the rules made thereunder read with the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment thereof for the time being in force) and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority as may be required, Consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs.6,50,00,000/- (Rupees Six Crore Fifty Lakhs only) divided into 65,00,000 (Sixty Five Lakhs) Equity shares of Rs. 10/- (Rupees Ten only) each to Rs.7,00,00,000/- (Rupees Seven Crores only) divided into 70,00,000 (Seventy Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby altered, modified and/or substituted to the extent applicable in the following manner:

**V. "The Authorised Share Capital of the Company is Rs.7,00,00,000/- (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each"**

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all such steps and actions for the purpose of making applications, filings and registrations as may be required in relation to the aforesaid change and further do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient including the filing of requisite forms that may be required on behalf of the Company and to settle and finalize all issues that may arise in this regard in order to give effect to the aforesaid resolution and to authorize any of the directors and/or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard."

**ITEM No. 2:**

**To consider and approve the issue of upto 10,50,000 Fully Convertible Warrants ("Warrants/Convertible Warrants") on a Preferential and Private Placement basis to Promoter and Promoter Group of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (**"the Act"**) and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [**"SEBI (ICDR) Regulations"**], the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 [**“SEBI (LODR), Regulations”**] and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [**“SEBI (Takeover) Code”**] and the provisions of the Foreign Exchange Management Act,1999 (including any statutory modification(s) or re-enactment(s) thereof, for the time being 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 (**“GOI”**), Reserve Bank of India (**“RBI”**), the Registrar of Companies (**the “ROC”**), Ministry of Corporate Affairs (**“MCA”**), Securities and Exchange Board of India (**“SEBI”**) and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, BSE Limited (**“BSE”**), and/or any other competent authorities (hereinafter referred to as **‘Applicable Regulatory Authorities’**) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, 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 called ‘the Board’** which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, Consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time, in one or more tranches upto 10,50,000 (Ten Lakhs Fifty Thousand) Fully Convertible Warrants (**“Warrants/Convertible Warrants”**) convertible into equivalent number of Equity Shares of the Company having face value of Rs.10/- (Rupees Ten Only) for cash at an issue price of Rs.100/- (Rupees One Hundred Only) per Warrant at premium of Rs. 90/- (Rupees Ninety Only) per warrant aggregating amounting to Rs.10,50,00,000/- (Rupees Ten Crores Fifty Lakhs Only) to the below mentioned proposed allottee(s) on the preferential and private placement basis in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI (ICDR) Regulations and other applicable laws:

No.	Name of the Proposed Allottee(s)	Maximum No. of Warrants proposed to be allotted	Category
1.	Jagmeet Singh Sabharwal	7,10,000	Promoter
2.	Max Spare Limited	3,40,000	Promoter Group
TOTAL		10,50,000	

**RESOLVED FURTHER THAT** in accordance with the provision of Chapter V of SEBI (ICDR) Regulations the **‘Relevant Date’** for the purpose of determination of the issue price of warrants to be issued on a preferential basis to the Promoter and Promoter Group of the Company be and is hereby fixed as **Wednesday, June 28, 2023** being the date 30 days prior to the date of Extra-Ordinary General Meeting (‘EOGM’).

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the warrants on a preferential basis to the Promoter and Promoter Group of the Company shall be subject to the following terms and conditions apart from others as prescribed under the applicable laws:

- a. An amount equivalent to 25% of the warrant price shall be payable at the time of subscription & allotment of each warrant as prescribed by Regulation 169 of SEBI (ICDR) Regulations and the balance 75% of the warrant price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to the exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;

- b. Each Warrant held by the Proposed Allottees shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the **“Warrant Exercise Period”**);
- c. The pre-preferential Equity shareholding of the Proposed Warrant Allottee along with Warrants being allotted to the Proposed Warrant Allottee and the Equity Shares proposed to be allotted pursuant to the exercise of such Warrants shall, in each case, be under lock-in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations;
- d. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of the special resolution by the members, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission, as the case may be;
- e. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws issued by SEBI or any other statutory authority as applicable from time to time;
- f. The Warrants and the equity shares be allotted on exercise of the warrants 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;
- g. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI (ICDR) Regulations;
- h. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- i. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid at the time of subscription of the Warrants shall stand forfeited;
- j. The said Warrants by themselves until the exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company;
- k. The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;



- l. The Equity Shares arising from the exercise of the Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
- m. The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Warrant Allottee.

**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 'Form 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 recognized stock exchange(s) where the shares of the Company is listed i.e. BSE Limited ('BSE').

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).

**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 warrants 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** the Board of the directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the aforesaid issue including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and appointing attorney(ies) or authorized representative(s) under appropriate Letter(s) of Authority(ies), to appear before the office of the Ministry of Corporate Affairs/Registrar of Companies, Stock Exchanges where securities of the Company are listed and any other Regulatory or Statutory Authority(ies), as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and the Equity Shares on conversion of warrants and application for in-principle approval, corporate actions, listing approval thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive .

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

### ITEM No. 3:

To consider and approve the issue of upto 2,54,500 Equity Shares on Preferential and Private Placement basis to Certain identified Non-Promoters of the Company.

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

“RESOLVED THAT pursuant to the provisions of sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (**“the Act”**) and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [**“SEBI (ICDR) Regulations”**], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [**“SEBI (LODR), Regulations”**] and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [**“SEBI (Takeover) Code”**] and the provisions of the Foreign Exchange Management Act,1999 (including any statutory modification(s) or re-enactment(s) thereof, for the time being 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 (**“GOI”**), Reserve Bank of India (**“RBI”**), the Registrar of Companies (**the “ROC”**), Ministry of Corporate Affairs (**“MCA”**), Securities and Exchange Board of India (**“SEBI”**) and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, BSE Limited (**“BSE”**), and/or any other competent authorities (hereinafter referred to as **‘Applicable Regulatory Authorities’**) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, 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 called ‘the Board’** which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, Consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time, in one or more tranches upto 2,54,500 (Two Lakhs Fifty Four Thousand Five Hundred) Equity Shares having face value of Rs.10/- (Rupees Ten Only) for cash at an issue price of Rs.100/- (Rupees One Hundred Only) per Share at premium of Rs.90/- (Rupees Ninety Only) per Share aggregating amounting to Rs.2,54,50,000 (Rupees Two Crore Fifty Four Lakhs Fifty Thousand Only) to the below mentioned proposed allottee(s) on the preferential and private placement basis in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with SEBI (ICDR) Regulations and other applicable laws:

No.	Name of the Proposed Allottee(s)	Maximum No. of Equity Shares proposed to be allotted	Category
1.	Rajeshkumar Rameshchandra Shah	2,35,000	Non- Promoter
2.	Kalpesh Kantilal Shah	19,500	Non- Promoter
TOTAL		2,54,500	

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of SEBI (ICDR) Regulations, the **‘Relevant Date’** for the purpose of determination of the issue price of Equity Shares to be issued on a Preferential basis to Certain Identified Non-Promoters be and is hereby fixed as **Wednesday, June 28, 2023** being the date 30 days prior to the date of Extra-Ordinary General Meeting (‘EOGM’).

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares on a preferential basis to certain identified Non-Promoters shall be subject to the following terms and conditions apart from others as prescribed under the applicable laws:

- a. The Allottee(s) shall be required to bring in 100% of consideration, for the relevant equity shares to be allotted on or before the date of allotment hereof;

- b. The consideration for allotment of relevant equity shares shall be paid to the company by the proposed allottee(s) from their respective bank accounts;
- c. The pre-preferential shareholding of the Proposed Allottees (if any) and Equity Shares to be allotted to the Proposed Allottees shall be under lock-in for such period as may be prescribed under Chapter V of 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. Allotment of the Equity Shares shall only be made in dematerialized form. The monies to be received by the Company from the Proposed Allottee(s) 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;
- f. 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;
- g. The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any;
- h. The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

**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 'Form 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 recognized stock exchange(s) where the shares of the Company is listed i.e. BSE Limited ('BSE').

**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** the Board of the directors of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the aforesaid issue including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and appointing attorney(ies) or authorized representative(s) under appropriate Letter(s) of Authority(ies), to appear before the office of the Ministry of Corporate Affairs/Registrar of Companies, Stock Exchanges where securities of the Company are listed and any other Regulatory or Statutory Authority(ies), as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and application for in-principle approval, listing approval thereof with the Stock Exchanges as appropriate, corporate actions and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in



this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive .

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

**For and on behalf of the Board of Directors**  
**United Van Der Horst Limited**

SD/-

**Jagmeet Singh Sabharwal**  
**Chairman & Managing Director**  
**DIN: 00270607**  
**Add: C/o E.29/30, MIDC, Taloja,**  
**Navi Mumbai- 410208,**  
**Maharashtra, India.**

**Date:** June 28, 2023

**Place:** Mumbai

**NOTES:**

1. Pursuant to General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021 Circular No. 02/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Circular No. SEBI/HO/CFD/CMD1/CIR/ P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR /P/2021/11 dated January 15, 2021, circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular SEBI/HO/CFD/ PoD – 2 / P/ CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India (“SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 (“Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations/SEBI Listing Regulations”), the Extra – Ordinary General Meeting (‘EOGM’) of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the EOGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, as may be amended, and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EOGM For this purpose, the Company has entered into an agreement with Link Intime India Pvt. Ltd. (‘LI IPL’) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting, participation in the EOGM through VC/OAVM and the e-voting system on the date of the EOGM will be provided by LI IPL.
3. For the convenience of the members and proper conduct of the EOGM, Members can login and join the EOGM in the VC/OAVM mode at least 15 (fifteen) minutes before the time scheduled for the commencement of the Meeting by following the procedure mentioned below. The facility of participation at the EOGM through VC/OAVM will be made available to at least 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first

come first served basis.

4. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021 Circular No. 02/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 respectively, as the EOGM shall be conducted through VC/OAVM, the facility for appointment of proxy by the members to attend and cast vote for the members is not available for this EOGM and hence the proxy form and attendance slip including Route map are not annexed to the Notice. However, in pursuance of Section 113 of the Companies Act, 2013, the Body Corporate member/ institutional members are entitled to appoint authorised representatives to attend the EOGM through VC/OAVM and participate and cast their votes through e-voting. Accordingly, Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the EOGM, pursuant to Section 113 of the Act, at [uvdhl29@gmail.com](mailto:uvdhl29@gmail.com)
6. In line with the General Circular No.14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021 Circular No. 02/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 respectively, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/ CFD/CMD1/CIR/ P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR /P/2021/11 dated January 15, 2021, Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular SEBI/HO/CFD/ PoD – 2 / P/ CIR/2023/4 dated January 05, 2023 issued by SEBI, owing to the difficulties involved in dispatching of physical copies, Notice of EOGM are being sent in electronic mode to Members whose names appear on the Register of Members/List of Beneficial owners as received from National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) and whose email address is available with the Company or the Depository Participants or RTA of the Company as on Friday 30<sup>th</sup> June, 2023.
7. Members may note that, Notice of the EOGM can also be accessed from the website of the Company at <http://uvdhl.com/> and on websites of the Stock Exchanges i.e. BSE Limited <https://www.bseindia.com/> The EOGM Notice is also disseminated on the website of LIPL (agency for providing the Remote e-Voting facility and e-voting system during the EOGM).
8. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the EOGM is annexed herewith. The Board of Directors (“the Board”) have considered and decided to include the special businesses in the EOGM as it is unavoidable in nature.
9. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 01, 2020. In view of the above, Members are advised to dematerialize shares held by them in physical form.
10. Members holding the shares in physical form are requested to notify immediately any update/ change of address and/or details of PAN and Bank account to M/s. Link Intime India Pvt. Ltd., the Registrar and Share Transfer Agent of the Company. In case shares held in dematerialized form, the information regarding change/update of address, details of bank and PAN should be given to their respective Depository Participant.



11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EOGM.
12. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting system during the EOGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the EOGM being held through VC/OAVM.
13. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the EOGM. The Members who have cast their vote by remote e-voting prior to the EOGM may also join the EOGM through VC but shall not be entitled to cast their vote again.
14. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent ('RTA'), Link In time India Pvt. Ltd. at C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400083, Maharashtra, India.
15. Members holding shares in physical form are requested to submit particulars of their bank account viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to Link In time India Pvt. Ltd. /Company to update their Bank Account Details.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the dematerialized form are, therefore, requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to Link In time India Pvt. Ltd.
17. Members who hold shares in the dematerialized form are requested to update their Bank Account details with their respective Depository Participants. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company or Link In time 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.
18. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EOGM and prior to **Friday 21<sup>st</sup> July, 2023 ("Cut-Off date")**, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EOGM by following the procedure mentioned below.
19. The Board of Directors has appointed Mr. Vijay Yadav, Partner of AVS & Associates, Company Secretaries as the Scrutinizer for the voting and remote e-voting process in a fair and transparent manner.
20. The remote e-voting period will commence at **9:00 a.m. on Tuesday 25<sup>th</sup> July, 2023 and will end at 5:00 p.m. on Thursday 27<sup>th</sup> July, 2023**. In addition, the Members attending the EOGM who have not cast their vote by remote e-voting shall be eligible for e-voting at the EOGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

21. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [uvdhl29@gmail.com](mailto:uvdhl29@gmail.com). The shareholders who do not wish to speak during the EOGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at [uvdhl29@gmail.com](mailto:uvdhl29@gmail.com). These queries will be replied to by the company suitably by email.
22. A Copy of Memorandum and Articles of Association and other necessarily documents of the Company pursuant to Section 102 of the Companies Act, 2013 are open for inspection for the shareholders at the registered office of the company during working hours except on holidays as well as in electronic mode. Members can inspect the same by sending an email to [uvdhl29@gmail.com](mailto:uvdhl29@gmail.com) till the date of EOGM.
23. The Scrutinizer shall after the conclusion of voting at the 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 witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the EOGM, a consolidated scrutinizer report of the total votes cast in favor or 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 forth with.
24. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company [www.uvdhl.com](http://www.uvdhl.com) and on the website of RTA the results shall simultaneously be communicated to the Stock Exchange (BSE), Mumbai.

**A. INSTRUCTION FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:**

**A. The instructions of shareholders for remote e-voting are as under:**

Login method for Individual shareholders holding securities in demat mode is given below:

**1. Individual Shareholders holding securities in demat mode with NSDL:**

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

## 2. Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

## 3. Individual Shareholders (holding securities in demat mode) login through their depository participants:

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

## I. Login method for Individual shareholders holding securities in physical form/ Non Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -
  - i. **User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - ii. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - iii. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)



- iv. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
1. *Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D,’ shall provide their Folio number in ‘D’ above*

2. *Shareholders holding shares in NSDL form, shall provide ‘D’ above*
- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$&\*), at least one numeral, at least one alphabet and at least one capital letter).

➤ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘Submit.’

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

**Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - **Tel: 022 – 4918 6000**.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : <b>022 - 4886 7000</b>

	and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT.”

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”

**B. INSTRUCTION FOR SHAREHOLDER FOR ATTENDING THE EOGM THROUGH VC/OAVM & E-VOTING DURING MEETING:**

**Instructions for Shareholders/ Members to Speak during the Extra Ordinary General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.
    - Select the “Company” and ‘Event Date’ and register with your following details: -
- A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
  - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID

- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.:** Enter your mobile number.
- D. Email ID:** Enter your email id, as recorded with your DP/Company.
  - Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

**Instructions for Shareholders/ Members to Speak during the Extra Ordinary General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders/ Members to Vote during the Extra - Ordinary General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note :** Shareholders/ Members, who will be present in the Extra - Ordinary General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Extra - Ordinary General Meeting will be eligible to attend/ participate in the Extra - Ordinary General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.



Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

#### **Item No - 1:**

The present Authorised Share Capital of the Company is Rs.6,50,00,000/- (Rupees Six Crores Fifty Lakhs Only) comprising of 65,00,000 (Sixty-Five Lakhs) Equity Shares of having a face value of Rs. 10/- (Rupees Ten) each.

Considering the increase in funds and working capital requirements for expansion and growth of the Company, the Board of Directors at its Meeting held on Wednesday, 28<sup>th</sup> June, 2023 has come up with a Preferential Offer that necessitates increase in the authorized share capital of the Company. Hence, the Board of Directors proposed to increase the existing Authorised Share Capital of the Company from Rs.6,50,00,000/- (Rupees Six Crore Fifty Lakhs only) divided into 65,00,000 (Sixty Five Lakhs) Equity shares having a face value of Rs. 10/- (Rupees Ten only) each to Rs.7,00,00,000/- (Rupees Seven Crores only) divided into 70,00,000 (Seventy Lakhs) Equity Shares having a face value of Rs. 10/- (Rupees Ten only) each by the addition there to a sum of Rs.50,00,000 (Rupees Fifty Lakhs Only) divided into 5,00,000 (Five Lakhs) Equity Shares having face value of Rs. 10/- (Rupees Ten Only) each in the Existing Authorized Share Capital of the Company, subject to shareholder's approval.

As per the provisions of Section 13 and Section 61 of the Companies Act, 2013 and rules made there under, Articles of Association of the Company, in order to Increase the Authorised capital of the Company is required to amend by substitution of words and figures of Clause V of Memorandum of Association of the Company to the extent applicable and such alteration in Memorandum of Association requires Shareholder Approval in form of Ordinary Resolution. Hence, the members are requested to pass the Ordinary Resolution accordingly.

A Copy of the amended Memorandum of Association is open for inspection for the shareholders at the registered office of the company during working hours except on holidays as well as in electronic mode. Members can inspect the same by sending an email to [uvdhl29@gmail.com](mailto:uvdhl29@gmail.com) till the date of the meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution.

The Board recommends the passing of the **Ordinary Resolution**, as set out in **Item no. 1** of this notice.

**Item No - 2:**

The Company is in the business of Heavy Industries Machines servicing and other related products. It is specialized in machining, plating, Grinding, Honing, In-Situ Machining, Boring, Chrome Plating, Demineralising, Welding, Stress Relieving, Hydraulic Pressure Testing etc. The Company is also provides for all maintenance and breakdown services including manufacturing of Hydraulic Cylinders in India. Considering the sector in which company operates being exponential growth sector, the Company requires installations/purchase of various machineries that have productions more than the current capacity. Such Installations will ultimately aids the Company in their rapid pace of growth in such sector in which the Company is operates.

Hence, in order to meet above mentioned objectives and enhance working capital requirements, and ensure long term viability and growth of the Company including enhancing competitiveness, it is proposed to issue in one or more tranches upto 10,50,000 (Ten Lakhs Fifty Thousand) Fully Convertible Warrants ("Warrants/Convertible Warrants") convertible into equivalent number of Equity Shares of the Company having face value of Rs.10/- (Rupees Ten Only) for cash at an issue price of Rs.100/- (Rupees One Hundred Only) per Warrant at premium of Rs. 90/- (Rupees Ninety Only) per warrant aggregating amounting to Rs.10,50,00,000/- (Rupees Ten Crores Fifty Lakhs Only) on a preferential & private placement basis to the Promoter and Promoter Group of the Company, subject to necessary approvals.

In accordance with Sections 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (**the "Act"**) and the rules made thereunder (including any statutory modification(s) or re- enactment(s) thereof for the time being in force) and in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**'SEBI (ICDR) Regulations'**) read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI (LODR) Regulations'**) as amended from time to time issue and allotment of upto 10,50,000 Warrants convertible into Equity Shares on preferential basis is requires Shareholders Approval.

Hence, the Board recommends the passing of the **Special Resolution**, as set out in **Item no. 2** of this notice.

A Copy of Memorandum and Articles of Association and other necessarily documents of the Company pursuant to Section 102 of the Companies Act, 2013 are open for inspection for the shareholders at the registered office of the company during working hours except on holidays as well as in electronic mode. Members can inspect the same by sending an email to [uvdhl29@gmail.com](mailto:uvdhl29@gmail.com) till the date of the meeting.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of aforesaid Warrants convertible into Equity Shares, the shareholding of the Promoters and Promoter Group may increase/decrease as per details given in this statement.

**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) ("SEBI (ICDR) Regulations") are as follows:**

1. **Objects of the Preferential Issue:** The object of the issue is as follows:

No.	Particulars	Amount Upto (Rs.)		*Tentative Time frame for Utilization
		In Figures	In words	
1.	Purchase of New Machineries and Enhancing Company's Current Equipment base	7,35,00,000	Rupees Seven Crore Thirty Five Lakhs Only	As estimated by our management, the entire proceeds received from the issue would be utilized during FY 2023-24, 2024-25 and 2025-26.
2.	Working Capital Requirements	1,57,50,000	Rupees One Crore Fifty Seven Lakhs Fifty Thousand Only	
3.	General Corporate Purposes	1,57,50,000	Rupees One Crore Fifty Seven Lakhs Fifty Thousand Only	
TOTAL		10,50,00,000	Rupees Ten Crores Fifty Lakhs Only	

\*Considering 100% conversion of Warrants into Equity Shares within the stipulated time.

Any amount in excess unutilised portion of the receipt under general corporate purpose will be utilized by the Company for meeting its working capital requirement and Purchase of New Machineries and Enhancing Company’s Current Equipment base

Till the time the proceeds are not utilized by the Company, it will be kept in the Bank Account of the Company.

2. **The total/maximum number of securities to be issued/particulars of the offer/Kinds of securities offered and the price at which security is being offered a number of securities to be issued and pricing:** The resolution set out in the accompanying notice authorizes the Board to create, offer, issue and allot from time to time, in one or more tranches upto 10,50,000 (Ten Lakhs Fifty Thousand) Fully Convertible Warrants (**“Warrants/Convertible Warrants”**) convertible into equivalent number of Equity Shares of the Company having face value of Rs.10/- (Rupees Ten Only) for cash at an issue price of Rs.100/- (Rupees One Hundred Only) per Warrant at premium of Rs. 90/- (Rupees Ninety Only) per warrant aggregating amounting to Rs.10,50,00,000/- (Rupees Ten Crores Fifty Lakhs Only) on a preferential and private placement basis to the Promoter and Promoter Group of the Company and resolution for the same has been passed by the Board of Directors in their meeting held on Wednesday, 28<sup>th</sup> June, 2023.
3. **Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:** The price of Warrants convertible into equivalent number of Equity Shares having face value of Rs.10/- (Rupees Ten Only) to be issued is fixed at Rs.100/- (Rupees One Hundred Only) including premium of Rs.90/- (Rupees Ninety Only) per warrant in accordance with the price as determined in terms of Chapter V of SEBI (ICDR) Regulations.

The relevant date in accordance with the provision of Chapter V of SEBI (ICDR) Regulations for the purpose of determination of the issue price of warrants to be issued on a Preferential basis to Promoter and Promoter Group of the Company be and is hereby fixed as **Wednesday, June 28, 2023**, being the date 30 days prior to the date of Extra-Ordinary General Meeting (**‘EOGM’**).

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 read with such other applicable regulations of the SEBI (ICDR) Regulations for Pricing of infrequently traded shares. Hence, the issue price of warrant has been determined by CA Pravin R. Navandar,



Independent Registered Valuer having office at D-519-520, Neelkanth Business Park, Opp. Nathani Road, Vidya Vihar (W), Mumbai – 400086.

Accordingly, the issue price i.e. Rs.100/- (Rupees One Hundred Only) per warrant has been determined by the Independent Registered Valuer in accordance with the provisions of regulation 165 of the SEBI (ICDR) Regulations, regulation 164 of the SEBI (ICDR) Regulations read with regulation 166A of the SEBI (ICDR) Regulations with for issuance and allotment upto 10,50,000 (Ten Lakhs Fifty Thousand Only) Fully Convertible Warrants. Further, the valuation Report can also be accessed on the Company website on the link <http://uvdhl.com/disclosures-under-regulation-46-of-lodr/disclosures-under-lodr-icdr>

4. **Amount which the Company intends to raise by way of issue of Warrants:** Upto to Rs.10,50,00,000/- (Rupees Ten Crores Fifty Lakhs Only).
5. **Material terms of issue of Warrants:**

The issue of Warrants shall be subject to the following terms and conditions:

- a. An amount equivalent to 25% of the warrant price shall be payable at the time of subscription & allotment of each warrant as prescribed by Regulation 169 of SEBI (ICDR) Regulations and the balance 75% of the warrant price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to the exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
- b. Each Warrant held by the Proposed Allottees shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the “Warrant Exercise Period”);
- c. The pre-preferential Equity shareholding of the Proposed Warrant Allottee along with Warrants being allotted to the Proposed Warrant Allottee and the Equity Shares proposed to be allotted pursuant to the exercise of such Warrants shall, in each case, be under lock-in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations;
- d. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of the special resolution by the members, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission, as the case may be;
- e. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws issued by SEBI or any other statutory authority as applicable from time to time;
- f. The Warrants and the equity shares be allotted on exercise of the warrants 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;
- g. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company

- shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI (ICDR) Regulations;
- h. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
  - i. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid at the time of subscription of the Warrants shall stand forfeited;
  - j. The said Warrants by themselves until the exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company;
  - k. The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;
  - l. The Equity Shares arising from the exercise of the Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
  - m. The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Warrant Allottee.
6. **Principal terms of Assets charged as securities:** Not Applicable.
7. **Intention/Contribution of promoters / directors / key managerial personnel / Senior Management to subscribe to the offer:** None of the existing directors or key managerial personnel or senior management personnel or promoters intends to subscribe to the proposed issue warrants or furtherance of objects except Mr. Jagmeet Singh Sabharwal, Promoter & Managing Director and Max Spare Limited, Promoter Group Company which are subscribing to the proposed offer of warrants.
8. **The shareholding pattern of the Company before the proposed issue and after the proposed issue are as follows:** Please refer “Annexure – A” to this Notice for details.
9. **Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:** The allotment of Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s). Further, upon exercise of the option by the allottee to convert the warrants, the Company will ensure that the allotment of equity shares pursuant to the exercise of warrants should be completed within 15 days from the date of such exercise by the allottee.

10. **No. of persons to whom allotment on a preferential basis has already been made during the year, in terms of a number of securities as well as price:** During the year i.e. from April 01, 2023, no preferential allotment has been made to any person by the Company.
11. **Valuation for consideration other than cash:** Not applicable.
12. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:** Not applicable.
13. **Lock-in:** Warrants allotted pursuant to this resolution and/or the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.
14. **Listing:** The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued after receipt of request for conversion of warrants. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.
15. **Certificate:** As required in Regulation 163(2) of SEBI (ICDR) Regulations, Certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, will be kept open for inspection at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days between Monday to Friday of every week, up to the date of EOGM. The certificate can also be accessed on the Company website on the link <http://uvdhl.com/disclosures-under-regulation-46-of-lodr/disclosures-under-lodr-icdr>
16. **Undertakings:**  
  
The Company hereby undertakes that:
  - i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
  - ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations, the above Securities shall be continued to be locked in till such amount is paid by the allottees;
  - iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;
17. **Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:** It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.
18. **Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:**



No	Name of the Proposed Allottees	Current Status (Pre Issue Category/ Class)	Name of the Natural Persons who are the ultimate beneficial owners	Pre - Issue Holding		No of Warrants to be issued	Post-Issue/allotment shareholding of Equity and Exercise of Warrants*		Proposed Status (Post Issue Category/ Class)
				No of Equity Shares	% of Holding		No of Equity Shares	% of Post issue Holding*	
1	Jagmeet Singh Sabharwal	Promoter	Jagmeet Singh Sabharwal	40,67,085	72.75%	7,10,000	47,77,085	69.28%	Promoter
2	Max Spare Limited	Promoter Group	Jagmeet Singh Sabharwal	0.00	0.00%	3,40,000	3,40,000	4.93%	Promoter Group

*\*Post Issue % Holding is calculated on post issued capital of the Company i.e. after allotment of 2,54,500 Equity shares and 10,50,000 Equity shares pursuant to conversion of Fully convertible Warrants.*

19. **Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:** There shall be no change in management or control of the Company pursuant to the issue of warrants and its conversion in to equity shares.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations approval of the members for the issue and allotment of the said convertible warrants to the above-mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares upon the conversion of the warrants would be within the Authorised Share Capital of the Company.

Except Mr. Jagmeet Singh Sabharwal and his relatives, 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. 2** of the accompanying Notice in the interests of the Company.

**Item No - 3:**

The Company is in the business of Heavy Industries Machines servicing and other related products. It is specialized in machining, plating, Grinding, Honing, In-Situ Machining, Boring, Chrome Plating, Demineralising, Welding, Stress Relieving, Hydraulic Pressure Testing etc. The Company is also provides for all maintenance and breakdown services including manufacturing of Hydraulic Cylinders in India. Considering the sector in which company operates being exponential growth sector, the Company requires installations/purchase of various machineries that have productions more than the current capacity. Such Installations will ultimately aids the Company in their rapid pace of growth in such sector in which the Company is operates.

Hence, in order to meet above mentioned objectives and enhance working capital requirements, and ensure long term viability and growth of the Company including enhancing competitiveness, it is proposed to issue in one or more tranches of upto 2,54,500 (Two Lakhs Fifty Four Thousand Five Hundred) Equity Shares having face value of Rs.10/- (Rupees Ten Only) for cash at an issue price of Rs.100/- (Rupees One Hundred Only) per Share at premium of Rs.90/- (Rupees Ninety Only) per Share aggregating amounting to Rs.2,54,50,000 (Rupees Two Crore Fifty Four Lakhs Fifty Thousand Only) on the preferential and private placement basis to the certain Identified Non-Promoters, Subject to necessary approvals.

In accordance with Sections 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (**the “Act”**) and the rules made thereunder (including any statutory modification(s) or re- enactment(s) thereof for the time being in force) and in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**‘SEBI (ICDR) Regulations’**) read with the

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI (LODR) Regulations’**) as amended from time to time issue and allotment of upto 2,54,500 Equity Shares on preferential and private placement basis requires Shareholders Approval.

Hence, the Board recommends the passing of the **Special Resolution**, as set out in **Item no. 3** of this notice.

A Copy of Memorandum and Articles of Association and other necessarily documents of the Company pursuant to Section 102 of the Companies Act, 2013 are open for inspection for the shareholders at the registered office of the company during working hours except on holidays as well as in electronic mode. Members can inspect the same by sending an email to **uvdhl29@gmail.com** in till the date of the meeting.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of aforesaid Equity Shares, the shareholding of the Promoters and Promoter Group may increase/decrease as per details given in this statement.

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) (**“SEBI (ICDR) Regulations”**) are as follows:

1. **Objects of the Preferential Issue:** The object of the issue is as follows:

No.	Particulars	Amount Upto (Rs.)		*Tentative Time frame for Utilization
		In Figures	In words	
1.	Purchase of New Machineries and Enhancing Company’s Current Equipment base	1,78,15,000	Rupees One Crore Seventy Eight Lakhs Fifteen Thousand Rupees Only	As estimated by our management, the entire proceeds received from the issue would be utilized during FY 2023-24, 2024-25 and 2025-26.
2.	Working Capital Requirements	38,17,500	Rupees Thirty Eight Lakhs Seventeen Thousand Five Hundred Only	
3.	General Corporate Purposes	38,17,500	Rupees Thirty Eight Lakhs Seventeen Thousand Five Hundred Only	
TOTAL		2,54,50,000	Rupees Two Crore Fifty Four Lakhs Fifty Thousand Only	

Any amount in excess unutilised portion of the receipt under general corporate purpose will be utilised by the Company for meeting its working capital requirement and Purchase of New Machineries and Enhancing Company’s Current Equipment base.

Till the time the proceeds are not utilized by the Company, it will be kept in the Bank Account of the Company.

2. **The total/maximum number of securities to be issued/particulars of the offer/Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:** The resolution set out in the accompanying notice authorises the Board to create, offer, issue and allot from time to time, in one or more tranches upto 2,54,500 (Two Lakhs Fifty Four Thousand Five Hundred) Equity Shares having face value of Rs.10/- (Rupees Ten Only) for cash at an issue price of Rs.100/- (Rupees One Hundred Only) per Share at premium of Rs.90/- (Rupees Ninety Only) per Share aggregating amounting to Rs.2,54,50,000 (Rupees Two Crore Fifty Four Lakhs Fifty Thousand Only) to the certain Identified Non-Promoters on the preferential basis and resolution for the same has been passed by the Board of Directors in their meeting held on Wednesday, 28<sup>th</sup> June, 2023.
3. **Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:** The price of Equity Shares to be issued is fixed at Rs.100/- (Rupees One Hundred Only) per share including premium of Rs.90/- (Rupees Ninety Only) per Share having face value of Rs.10/- (Rupees Ten Only) in accordance with the price as determined in terms of Chapter V of SEBI (ICDR) Regulations.

The relevant date in accordance with the provision of Chapter V of SEBI (ICDR) Regulations for the purpose of determination of the issue price of Equity Shares to be issued on a Preferential basis to Certain Identified Non- Promoters be and is hereby fixed as **Wednesday, June 28, 2023**, being the date 30 days prior to the date of Extra-Ordinary General Meeting ('EOGM').

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 read with such other applicable regulations of the SEBI (ICDR) Regulations for Pricing of infrequently traded shares. Hence, the issue price of per share has been determined by CA Pravin R. Navandar, Independent Registered Valuer having office at D-519-520, Neelkanth Business Park, Opp. Nathani Road, Vidya Vihar (W), Mumbai – 400086.

Accordingly, the issue price i.e. Rs.100/- (Rupees One Hundred Only) Per Share has been determined by the Independent Registered Valuer in accordance with the provisions of regulation 165 of the SEBI (ICDR) Regulations, regulation 164 of the SEBI (ICDR) Regulations read with regulation 166A of the SEBI (ICDR) Regulations for issuance and allotment upto 2,54,500 (Two Lakhs Fifty-Four Thousand Five Hundred) Equity Shares. Further, the valuation Report can also be accessed on the Company website on the link <http://uvdhl.com/disclosures-under-regulation-46-of-lodr/disclosures-under-lodr-icdr> .

4. **Amount which the Company intends to raise by way of issue of Equity Shares:** Upto Rs.2,54,50,000 (Rupees Two Crore Fifty Four Lakhs Fifty Thousand Only)
5. **Material terms of issue of Equity Shares:**
- a. The Allottee(s) shall be required to bring in 100% of consideration, for the relevant equity shares to be allotted on or before the date of allotment hereof;
  - b. The consideration for allotment of relevant equity shares shall be paid to the company by the proposed allottee(s) from their respective bank accounts;
  - c. The pre-preferential shareholding of the Proposed Allottees (if any) and Equity Shares to be allotted to the Proposed Allottees shall be under lock- in for such period as may be prescribed under Chapter V of 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. Allotment of the Equity Shares shall only be made in dematerialized form. The monies to be received by the Company from the Proposed Allottee(s) 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;
  - f. 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;
  - g. The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any;
  - h. The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.
6. **Principal terms of Assets charged as securities:** Not Applicable.
7. **Intention/ Contribution of promoters/directors/key managerial personnel/senior management personnel to subscribe to the offer:** Mr. Kalpesh Kantilal Shah, Chief Financial Officer & Key Managerial Personnel of the Company indicated his intention to subscribe the equity shares. Other than him, none of the Promoters or Directors or Key Managerial Personnel or Senior Management Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.
8. **The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:** Please refer “Annexure – A” to this Notice for details.
9. **Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:** The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).
10. **No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** During the year i.e. from April 01, 2023, no preferential allotment has been made to any person by the Company.
11. **Valuation for consideration other than cash:** Not applicable.
12. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:** Not applicable.
13. **Lock-in:** The Equity shares allotted pursuant to this resolution shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations.

14. **Listing:** The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.
15. **Certificate:** As required in Regulation 163(2) of SEBI (ICDR) Regulations, Certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, will be kept open for inspection at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days between Monday to Friday of every week, up to the date of EOGM. The certificate can also be accessed on the Company website on the link <http://uvdhl.com/disclosures-under-regulation-46-of-lodr/disclosures-under-lodr-icdr>

16. **Undertakings:**

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI(ICDR) Regulations, where it is so required;
  - ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above securities shall be continued to be locked in till such amount is paid by the allottees;
  - iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;
17. **Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:** It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.
18. **Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:**

No	Name of the Proposed Allottees	Current Status (Pre Issue Category/ Class)	Name of the Natural Persons who are the ultimate beneficial owners	Pre - Issue Holding		No of Equity Shares to be issued	Post-Issue/allotment of Equity Shares**		Proposed Status (Post Issue Category/ Class)
				No of Equity Shares	% of Holding		No of Equity Shares	% of Post issue Holding **	
1	Rajeshkumar Rameshchandra Shah	Non-Promoter	Rajeshkumar Rameshchandra Shah	00	0.00%	2,35,000	2,35,000	3.41%	Non-Promoter
2	Kalpesh Kantilal Shah	Non-Promoter	Kalpesh Kantilal Shah	20	0.00%	19,500	19,520	0.28%	Non-Promoter

**\*\*Post Issue % Holding is calculated on post issued capital of the Company i.e. after allotment of 2,54,500 Equity shares and 10,50,000 Equity shares pursuant to conversion of Fully convertible Warrants.**

19. **Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:** There shall be no change in management or control of the Company pursuant to the issue equity shares.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the members for the issue and allotment of the said equity shares to the above-mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. Except Mr. Kalpesh Shah, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the passing of the **Special Resolution** as set out in **Item no. 3** of this notice.

**For and on behalf of the Board of Directors**  
**United Van Der Horst Limited**

SD/-

**Jagmeet Singh Sabharwal**  
**Chairman & Managing Director**  
**DIN: 00270607**  
**Add: C/o E.29/30, MIDC, Taloja,**  
**Navi Mumbai- 410208,**  
**Maharashtra, India.**

**Date:** June 28, 2023

**Place:** Mumbai



Annexure ‘A’

Shareholding pattern of the Company before the proposed issue and after the proposed issue of Share Warrant and Equity Shares

No.	Category	Pre-issue shareholding		Post- issue shareholding	
		No. of Equity Shares	% of Share holding	No. of Equity Shares	% of Shareholding
<b>A</b>	<b>Promoter and Promoter Group Holding</b>				
1.	<b>Indian</b>				
	Individual	41,17,085	73.64%	48,27,085	70.01%
	Bodies Corporate	0.00	0.00%	3,40,000	4.93%
	<b>Sub -Total</b>	<b>41,17,085</b>	<b>73.64%</b>	<b>51,67,085</b>	<b>74.94%</b>
2.	Foreign/NRI Promoters	0.00	0.00%	0.00	0.00%
	<b>Sub-Total (A)</b>	<b>41,17,085</b>	<b>73.64%</b>	<b>51,67,085</b>	<b>74.94%</b>
<b>B</b>	<b>Non-Promoters Holding:</b>				
1.	<b>Institutional Investors</b>	1600	0.03%	1600	0.02%
2.	<b>Non-Institution Investors</b>				
a	Directors and their relatives (excluding independent directors and nominee directors)	0.00	0.00%	0.00	0.00%
b	Resident Individuals’ holding nominal share capital upto Rs. 2 lakhs	8,45,902	15.13%	8,65,402	12.55%
c	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	4,86,114	8.70%	7,21,114	10.46%
4	<b>Others:</b>				
	Non-Resident Indians (NRIs)	6,141	0.11%	6,141	0.08%
	Private Corporate Bodies	58,628	1.05%	58,628	0.85%
	Clearing Members	85	0.00%	85	0.00%
	HUF	74,945	1.34%	74,945	1.10%
	<b>Sub-Total (B)</b>	<b>14,73,415</b>	<b>26.36</b>	<b>17,27,915</b>	<b>25.06</b>
<b>C</b>	<b>Non-Promoter – Non-Public</b>				
<b>C1</b>	Shares underlying DRs	0.00	0.00%	0.00	0.00%
<b>C2</b>	Shares held by Employee Trust	0.00	0.00%	0.00	0.00%
	<b>Sub-Total (C)</b>	<b>0.00</b>	<b>0.00%</b>	<b>0.00</b>	<b>0.00%</b>
	<b>GRAND TOTAL (A+B+C)</b>	<b>55,90,500</b>	<b>100%</b>	<b>68,95,000</b>	<b>100%</b>

Notes:

1. In the Said Shareholding Pattern there are 55,89,200 Shares being fully paid up at Rs. 10/- Each and there are 1300 Shares being Partly paid up at Rs. 5/- Each.
2. The shareholding shown in the post-issue shareholding is calculated assuming the full conversion of 10,50,000 share warrants into Equity Shares as well as full allotment of 254,500 equity shares.
3. In the event, the right for allotment of Share against all or any of the Warrant(s) is not exercised, the Shareholding Pattern shall change correspondingly.

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