

# **AVS & ASSOCIATES**

## **Company Secretaries**

**(Peer Reviewed Firm)**

**Regd. Office:** 305, 3<sup>rd</sup> Floor, Building No. 2, Sector - 1, Millennium Business Park, Mahape,  
Ghansoli, Navi Mumbai -400710, Maharashtra, India

**Email:** [info@avsassociates.co.in](mailto:info@avsassociates.co.in)

**Tel:** + 91 22 4801 2494

---

### **REPORT OF SCRUTINIZER**

On Remote E- Voting and Electronic Voting at the 37<sup>th</sup> Annual General Meeting

To,  
**Mr. Sameer Sopan Shinde**  
**Company Secretary & Compliance Officer**  
**United Van Der Horst Limited**

The 37<sup>th</sup> Annual General Meeting ("**37<sup>th</sup> AGM or AGM**") of the shareholders of **M/s. United Van Der Horst Limited** (hereinafter referred to as "**the Company**") held on **Friday, September 27, 2024** at 3:00 P.M through Video Conferencing ("**VC**")/ Other Audio-Visual Means ("**OVAM**") pursuant to 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 08, 2021, Circular No. 21/2021 dated December 14, 2021, and Circular No. 02/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 respectively, issued by the Ministry of Corporate Affairs ("**MCA**") ("**MCA Circulars**") and SEBI 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 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**").

**Subject: Consolidated Scrutinizer's Report on voting through remote e-voting and electronic voting at the 37<sup>th</sup> AGM of the shareholders of the Company held on Friday, September 27, 2024 at 3:00 p.m. through Video Conferencing ("VC") in terms of provisions of the Act read with the rules made thereunder and the applicable regulations of the Listing Regulations**

- A. I, Vijay Yadav (Membership No. F11900), Partner of M/s. AVS & Associates, Practicing Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of the Company at their meeting held on August 13, 2024 to conduct the following:

- (i) **Remote e-voting** done by the shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
  - (ii) **Electronic Voting at the 37<sup>th</sup> AGM** held on Friday, September 27, 2024 under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 further read with MCA Circulars and SEBI Circulars.
- B. The compliance with the relevant provisions of the Act and rules made thereunder and applicable regulations of the Listing Regulations read with MCA Circulars and SEBI Circulars in relation to voting through remote e-voting, electronic voting at the 37<sup>th</sup> AGM on the proposed resolutions mentioned in the Notice dated August 13, 2024 and the presence of quorum at the 37<sup>th</sup> AGM is the responsibility of the Management. My responsibility as a scrutinizer is to ensure that the voting process in all modes are conducted in fair and transparent manner and render scrutinizer report based on reports generated from electronic voting system provided by Link Intime India Pvt. Ltd. (“**LI IPL**”) and votes casted by the shareholders at the 37<sup>th</sup> AGM.
- C. Pursuant to sections 101, 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company has confirmed that, the electronic copy of Notice of 37<sup>th</sup> AGM along with the Annual Report for the financial year 2023-24 was sent to the shareholders whose e-mail addresses are registered with the Company/ Depository Participant/Depository in compliance with MCA Circulars and SEBI Circulars..
- D. The Company had appointed Link Intime India Pvt. Ltd. (“**LI IPL**”) for providing facility to the shareholders for participation in the 37<sup>th</sup> AGM through VC and conducting the electronic voting by the shareholders at the 37<sup>th</sup> AGM. After the time fixed for closing of electronic voting at 37<sup>th</sup> AGM by the Chairperson, voting was closed, and votes cast were blocked.
- E. The shareholders of the Company holding equity shares as on the “Cut Off” date on Friday, September 20, 2024 were entitled to vote on the resolutions forming part of Notice of the 37<sup>th</sup> AGM.
- F. The Company had availed the remote e-voting facility provided by **LI IPL** for conducting the remote e-voting by the shareholders of the Company. The remote e-voting **commenced on Tuesday, September 24, 2024 (09.00 a.m. IST) and ended on Thursday, September 26, 2024 (05.00 p.m. IST)** and the **LI IPL** remote e-voting portal was unblocked in the presence of Ms. Meet Karia and Ms. Disha Kantaria who are not in employment of the Company.
- G. I submit a consolidated report on the basis of the votes exercised by the shareholders of the Company through remote e-voting and e-voting during the AGM in respect of the resolutions proposed therein.

**ORDINARY BUSINESS:****Item No. 1 - Ordinary Resolution****Adoption of Financial Statements for the financial year ended March 31, 2024**

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
<b>Promoter and Promoter Group</b>	Remote E-voting	\$1,03,34,170	82,34,170	79.68	82,34,170	0.00	100.00	0.00
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>	<b>\$1,03,34,170</b>	<b>82,34,170</b>	<b>79.68</b>	<b>82,34,170</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>
<b>Public Institutions Holders</b>	Remote E-voting	3,200	0.00	0.00	0.00	0.00	0.00	0.00
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>	<b>3,200</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Public - Non Institutions Holders</b>	Remote E-voting	34,52,630	8,91,617	25.82	8,90,259	1,358	99.85	0.15
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>	<b>34,52,630</b>	<b>8,91,617</b>	<b>25.82</b>	<b>8,90,259</b>	<b>1,358</b>	<b>99.85</b>	<b>0.15</b>
<b>Grand Total</b>		<b>1,37,90,000</b>	<b>91,25,787</b>	<b>66.18</b>	<b>91,24,429</b>	<b>1,358</b>	<b>99.99</b>	<b>0.01</b>

\* No. of votes polled does not include 'No. of votes invalid'

Invalid votes	0.00
---------------	------

\$ On August 13, 2024, the Company allotted 14,20,000 equity shares to one of its promoters prior to the cut-off date. Pursuant to exercise of share warrants. However, the said shares are still under process of dematerialization hence the said number of shares is considered in the total number of shares held by the promoter & promoter group and not in the no. of votes polled.

**Item No. 2 – Ordinary Resolution**

**Re-appointment of Mr. Akshay Ashokan Veliyil (DIN 07826136) as a Director, liable to retire by rotation, who had offered himself of re-appointment**

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)] * 100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
<b>Promoter and Promoter Group</b>	Remote E-voting	\$1,03,34,170	82,34,170	79.68	82,34,170	0.00	100.00	0.00
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>	<b>\$1,03,34,170</b>	<b>82,34,170</b>	<b>79.68</b>	<b>82,34,170</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>
<b>Public Institutions Holders</b>	Remote E-voting	3,200	0.00	0.00	0.00	0.00	0.00	0.00
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>	<b>3,200</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Public - Non Institutions Holders</b>	Remote E-voting	34,52,630	8,91,617	25.82	8,90,259	1,358	99.85	0.15
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>	<b>34,52,630</b>	<b>8,91,617</b>	<b>25.82</b>	<b>8,90,259</b>	<b>1,358</b>	<b>99.85</b>	<b>0.15</b>
<b>Grand Total</b>		<b>1,37,90,000</b>	<b>91,25,787</b>	<b>66.18</b>	<b>91,24,429</b>	<b>1,358</b>	<b>99.99</b>	<b>0.01</b>

\* No. of votes polled does not include 'No. of votes invalid'

Invalid votes	0.00
---------------	------

\$ On August 13, 2024, the Company allotted 14,20,000 equity shares to one of its promoters prior to the cut-off date. Pursuant to exercise of share warrants. However, the said shares are still under process of dematerialization hence the said number of shares is considered in the total number of shares held by the promoter & promoter group and not in the no. of votes polled.

**Item No. 3 -Ordinary Resolution****Declaration of Final Dividend on Equity shares for the Financial Year ended March 31, 2024**

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
<b>Promoter and Promoter Group</b>	Remote E-voting	\$1,03,34,170	82,34,170	79.68	82,34,170	0.00	100.00	0.00
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>	<b>\$1,03,34,170</b>	<b>82,34,170</b>	<b>79.68</b>	<b>82,34,170</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>
<b>Public Institutions Holders</b>	Remote E-voting	3,200	0.00	0.00	0.00	0.00	0.00	0.00
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>	<b>3,200</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Public - Non Institutions Holders</b>	Remote E-voting	34,52,630	8,91,617	25.82	8,90,259	1,358	99.85	0.15
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>	<b>34,52,630</b>	<b>8,91,617</b>	<b>25.82</b>	<b>8,90,259</b>	<b>1,358</b>	<b>99.85</b>	<b>0.15</b>
<b>Grand Total</b>		<b>1,37,90,000</b>	<b>91,25,787</b>	<b>66.18</b>	<b>91,24,429</b>	<b>1,358</b>	<b>99.99</b>	<b>0.01</b>

\* No. of votes polled does not include 'No. of votes invalid'

Invalid votes	0.00
---------------	------

\$ On August 13, 2024, the Company allotted 14,20,000 equity shares to one of its promoters prior to the cut-off date. Pursuant to exercise of share warrants. However, the said shares are still under process of dematerialization hence the said number of shares is considered in the total number of shares held by the promoter & promoter group and not in the no. of votes polled.

**SPECIAL BUSINESS:****Item No. 4 - Special Resolution**

**Appointment of Ms. Tripti Mahesh Sharma (DIN: 09570188) as Non-executive Independent Director of the Company**

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
<b>Promoter and Promoter Group</b>	Remote E-voting	\$1,03,34,170	82,34,170	79.68	82,34,170	0.00	100.00	0.00
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>	<b>\$1,03,34,170</b>	<b>82,34,170</b>	<b>79.68</b>	<b>82,34,170</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>
<b>Public Institutions Holders</b>	Remote E-voting	3,200	0.00	0.00	0.00	0.00	0.00	0.00
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>	<b>3,200</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Public - Non Institutions Holders</b>	Remote E-voting	34,52,630	8,91,617	25.82	8,90,259	1,358	99.85	0.15
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>	<b>34,52,630</b>	<b>8,91,617</b>	<b>25.82</b>	<b>8,90,259</b>	<b>1,358</b>	<b>99.85</b>	<b>0.15</b>
<b>Grand Total</b>		<b>1,37,90,000</b>	<b>91,25,787</b>	<b>66.18</b>	<b>91,24,429</b>	<b>1358</b>	<b>99.99</b>	<b>0.01</b>

\* No. of votes polled does not include 'No. of votes invalid'

Invalid votes	0.00
---------------	------

\$ On August 13, 2024, the Company allotted 14,20,000 equity shares to one of its promoters prior to the cut-off date. Pursuant to exercise of share warrants. However, the said shares are still under process of dematerialization hence the said number of shares is considered in the total number of shares held by the promoter & promoter group and not in the no. of votes polled.

- H. As requested by the Management, I am submitting this report on the results of remote e-voting together with the results of electronic voting facilitated at the 37<sup>th</sup> AGM.
- I. Register/List of equity shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid and all relevant records handed over to the Company Secretary & Compliance Officer of the Company.

Thanking you,  
Yours faithfully,

**For AVS & Associates  
Company Secretaries**

**For United Van Der Horst Limited**

**Vijay Yadav  
Partner  
Mem. No: 11990  
COP No: 16806  
Peer Review No: 1451/2021  
UDIN: F011990F001390114**

**Mr. Sameer Sopan Shinde  
Company Secretary & Compliance Officer**

**Place: Navi Mumbai  
Date: 30-09-2024**