

Date: 04/09/2020

To,  
The Manager  
Listing Department  
BSE Limited  
Bombay Stock Exchange,  
P. f. Towers, Dalal Street,  
Mumbai-400001.

(Scrip Code: 522091)

**Sub: Notice convening 33<sup>rd</sup> Annual General Meeting ("AGM").**

Dear Sir/Madam,

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed Notice convening the 33<sup>rd</sup> AGM and the Annual Report of the Company for Financial Year 2019-20. The Annual Report contains the information to be given and disclosures required to be made in terms of Regulation 34 (2) and 34 (3) of the SEBI Listing Regulations.

In compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, on 04/09/2020 the Notice convening the AGM and the Annual Report of the Company for the financial year 2019-20 has been sent to all the members of the Company whose email addresses are registered with the Company or Depository Participant(s).

The AGM of the Company will be held on Monday, 28<sup>th</sup> September, 2020, at 3.00 p.m. through Video Conferencing/ Other Audio Visual Means in accordance with the aforesaid circulars.

The Notice of the 33<sup>rd</sup>, AGM of the Company for the financial year 2019-2020 is also being made available on the website of the Company at [www.uvdhl.com](http://www.uvdhl.com).

This is for your information and records.

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

  
Kalpesh Shah  
Chief Financial Officer



## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 33<sup>RD</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF UNITED VAN DER HORST LIMITED WILL BE HELD ON MONDAY, 28<sup>TH</sup> SEPTEMBER, 2020 AT 03:00 P.M. THROUGH VIDEO CONFERENCING (“VC”) /OTHER AUDIO VISUAL MEANS (“OAVM”) FACILITY TO TRANSACT THE FOLLOWING BUSINESS.**

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 including audited Balance sheet as on 31st March, 2020 and the statement of Profit & Loss A/c for the year ended on that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Akshay Ashokan Veliyil (DIN:07826136), who retires by rotation and, being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

3. **Re-appointment of Mr. Jagmeet Singh Sabharwal (DIN:00270607) as Chairman & Managing Director of the company for the further term of Three Years:**

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

**“RESOLVED THAT** Pursuant to the applicable provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”) and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), if any, and in terms of recommendation of the Nomination and Remuneration Committee, approval of audit committee and approval of the Board of Directors and subject to such approvals, permissions and sanctions as may be required, Mr. Jagmeet Singh Sabharwal (DIN: 00270607) Chairman & Managing Director of the Company be and is hereby re-appointed as Chairman & Managing Director of the Company for the further period of three years with effect from 18<sup>th</sup> August, 2020 to 17<sup>th</sup> August, 2023, liable to retire by rotation.

**RESOLVED FURTHER THAT** considering the financial position of the Company, No remuneration shall be paid to Mr. Jagmeet Singh Sabharwal, Chairman & Managing Director of the Company for the financial year 2020-21.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter, vary, revise remuneration for the financial year 2020-21 and 2021-22 subject to necessary permissions, sanctions or approvals as required under the Companies Act, 2013.

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

**4. Increase in Authorised Share Capital and Alteration of Memorandum of Association:**

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

**“RESOLVED THAT** pursuant to Sections 13, 61 and other applicable provisions of the Companies Act, 2013, if any, the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of Articles of Association of the Company, the authorised share capital of the Company be altered and increased from the existing Rs. 5,00,00,000 (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs.10/- each to Rs. 6,50,00,000 (Rupees Six Crore and Fifty Lakhs Only) divided into 65,00,000 (Sixty Five Lakhs) Equity Shares of Rs. 10/- each.

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

**“V. The Authorised Share Capital of the Company is Rs. 6,50,00,000 (Rupees Six Crore and Fifty Lakhs Only) divided into 65,00,000 (Sixty Five Lakhs) Equity Shares of Rs. 10/- each”**

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

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

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

**“RESOLVED THAT** pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules made thereunder and the enabling provisions of the Memorandum and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (the “SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with SEBI (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2020 and the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder, if any, as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Registrar of Companies (the “RoC”) and the Stock Exchange where the shares of the Company is listed (“Stock Exchange”) and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the Consent of

the Members of the Company be and is hereby accorded to the Board to offer, issue and allot 4,15,000 (Four Lakhs Fifteen Thousand) equity shares of face value of Rs. 10/- each (Rupees Ten Only) for cash at an issue price of Rs.15/- (Rupees Fifteen Only) including premium of Rs.5/- (Rupees Five Only) per share aggregating to Rs.62,25,000/- (Rupees Sixty Two Lakhs Twenty Five Thousand Only) on preferential and private placement basis to the below mentioned proposed allottee, determined in accordance with the provisions of Chapter V of SEBI (Issue Of Capital and Disclosure Requirements) Regulations, 2018 as on the Relevant Date on such other terms and conditions as may be approved by the Board:

No.	Name of the Proposed Allottee(s)	Category	No. of Equity Shares Proposed to be allotted	Name of the Ultimate Beneficiaries/Owner
1.	Jagmeet Singh Sabharwal	Promoter	415,000	Jagmeet Singh Sabharwal
<b>Total</b>			<b>415,000</b>	

**RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of issue price of the equity shares is 28<sup>th</sup> August, 2020 i.e. 30 days prior to the date of 33rd Annual General Meeting ('AGM').

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

- a) The proposed allottee shall be required to bring in 100% of the consideration for the equity shares to be allotted to such proposed allottee, on or before the date of allotment thereof;
- b) The consideration for allotment of equity shares shall be paid to the Company from the bank accounts of the proposed allottee;
- c) The equity shares to be allotted to the proposed allottee shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations;
- d) The equity shares so allotted to the proposed allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under;
- e) The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided where the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission, as the case may be;
- f) Allotment shall only be made in dematerialized form. The monies to be received by the Company from the Proposed Allottee 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; and
- g) The equity shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company.

**RESOLVED FURTHER THAT** 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 stock exchange i.e. BSE Limited.

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

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

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

SD/-  
**Jagmeet Singh Sabharwal**  
Chairman & Managing Director  
DIN: 00270607

Place: Mumbai  
Date: 28<sup>th</sup> August, 2020

**Registered Office:**  
E.29/30, MIDC, Taloja,  
Navi Mumbai- 410208,  
Maharashtra, India.

**NOTES:**

1. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of people at several places in the country and pursuant to General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Companies Act, 2013 (“Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 33<sup>rd</sup> Annual General Meeting (‘ 33<sup>rd</sup> AGM/AGM’) 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 33<sup>rd</sup> AGM 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 33<sup>rd</sup> AGM. For this purpose, the Company has entered into an agreement with Central Depository

Services (India) Limited (CDSL) 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 AGM through VC/OAVM and the e-voting system on the date of the 33<sup>rd</sup> AGM will be provided by CDSL.

3. For convenience of the members and proper conduct of the AGM, Members can login and join the AGM in the VC/OAVM mode at least 15 (fifteen) minutes before the time scheduled of the commencement of the Meeting by following the procedure mentioned below. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on 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 AGM without restriction on account of first come first served basis.
4. Pursuant to MCA Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020, As the AGM 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 AGM and hence the proxy form and attendance slip including Route map are not are not annexed to the Notice. However, in pursuance of Section 113 of the Companies Act, 2013, the Body Corporates member/ institutional members are entitled to appoint authorised representatives to attend the AGM 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 authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at **uvdh129@gmail.com**
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
6. As per the provisions under the MCA Circulars, Members attending the 33<sup>rd</sup> AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Regulation 36 (1) (b) and (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribes that a listed entity shall send a hard copy of the statement containing salient features of all the documents, as prescribed in Section 136 of the Companies Act, 2013 to the shareholders who have not registered their email addresses and hard copies of full annual reports to those shareholders, who request for the same, respectively. But in the line with the MCA General circulars No. 20/2020 dated May 05, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the Annual Report for the Financial Year 2019-20 and the Notice of AGM are being sent in electronic mode to Members whose names appear on the Register of Members/ List of Beneficial owners as received from M/s. Link Intime India Pvt. Ltd. (RTA) and whose email address is available with the RTA, the Company or the Depository Participant(s) as on **Friday, August 28, 2020**. Members may note that Notice and Annual Report 2019-20 can also be accessed from the website of the Company at **www.uvdhl.com** and on website of the Stock Exchanges i.e. BSE Limited at **www.bseindia.com**. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. **www.evotingindia.com**.
8. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the 33<sup>rd</sup> Annual General Meeting ('AGM') and the relevant

details of director seeking appointment and re-appointment as required under Regulation 26(4) and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as required under Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.

9. 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 AGM. 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 33<sup>rd</sup> AGM being held through VC/OAVM.
10. 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 AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
11. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 21<sup>st</sup> September, 2020 to Monday, 28<sup>th</sup> September, 2020 (both days inclusive).
12. 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.
13. 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.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in 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.
15. Members who hold shares in dematerialized form are requested to update their Bank Account details with their respective Depository Participant. 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.
16. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
17. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the **Cut-off date i.e. Monday, September**

**21, 2020** shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned below.

18. The remote e-voting period will commence at 10.00 a.m. on Friday, September 25, 2020 and will end at 5.00 p.m. on Sunday, September 27, 2020. In addition, the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible for e-voting at the AGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, Register of Contracts or Arrangements maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode, basis the request being sent on **uvdhl29@gmail.com**
20. Members seeking any information on the Accounts or any agenda matter of AGM are requested to write to the Company, which should reach the Company at least 7 days prior to the date of the Annual General Meeting so as to enable the Management to keep the information ready. Replies will be provided only at the Annual General Meeting or by email in advance.
21. Members are requested to write on **uvdhl29@gmail.com** for inspection of all related documents referred to in the accompanying Notice and the Explanatory Statement up to and including the date of the Annual General Meeting of the Company.
22. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE ANNUAL GENERAL MEETING THROUGH VC/OAVM**

- i. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- ii. Shareholders are encouraged to join the Meeting through Desktops/Laptops for better experience.
- iii. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Shareholders 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** The shareholders who do not wish to speak during the AGM 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**. These queries will be replied to by the Company suitably by email.
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



**Voting through electronics means:**

1. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote at the 33<sup>rd</sup> Annual General Meeting ('AGM') by electronic means and the businesses may be transacted through e-Voting Services provided by Central Depository Services Limited ('CDSL') on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (remote e-voting).

**The instructions for shareholders voting electronically are as under:**

- (i) The remote e-Voting period begins on Friday, 25<sup>th</sup> September, 2020 at 10:00 a.m. and ends on Sunday, 27<sup>th</sup> September, 2020 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, 21<sup>st</sup> September, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e- Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a **first time user** follow the steps given below:

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

- (ix) After entering these details appropriately, click on **“SUBMIT”** tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the **200901088 <EVSN>** for the relevant **United Vander Horst Limited <Company Name>** on which you choose to vote.
- (xiii) On the voting page, you will see **“RESOLUTION DESCRIPTION”** and against the same the option **“YES/NO”** for voting. Select the option **YES** or **NO** as desired. The option **YES** implies that you assent to the Resolution and option **NO** implies that you dissent to the Resolution.
- (xiv) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on **“SUBMIT”**. A confirmation box will be displayed. If you wish to confirm your vote, click on **“OK”**, else to change your vote, click on **“CANCEL”** and accordingly modify your vote.
- (xvi) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on **“Click here to print”** option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on **Forgot Password &** enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [uvdh129@gmail.com](mailto:uvdh129@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

- (xx) In case you have any queries or issues regarding AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- (xxi) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

### **Instructions for shareholders for e-voting during the AGM**

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) Only those shareholders, who are present in the AGM through VC/OAVM 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 system available during the AGM.
- (iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (v) For assistance / queries for E-voting etc
- (vi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (vii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

**Other Instructions**

- A) The voting rights of Members shall be in proportion to their share of the paid up share capital of the Company as on Monday, 21<sup>st</sup> September, 2020.
- B) Mr. Shashank Ghaisas (Mem. ACS 40386) Partner of M/s. AVS & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting process (remote e-voting and e-voting system) in a fair and transparent manner.
- C) Convenience of all shareholders has been considered for scheduling this meeting. Members can attend the meeting on first come first serve basis. Promoter shareholders, Chairman of Audit Committee, Chairman of Nomination & Remuneration Committee and Chairman of Stake Holder Relationship Committee, Independent Directors, Auditors or their authorized representative are requested to attend this AGM. Independent Directors & Auditors of the company are requested to present at the meeting. The Company hereby specially requests institutional Investor/shareholders to attend the meeting and vote.
- D) Notice of Annual General Meeting (AGM) available on website of the company at [www.uvdhl.com](http://www.uvdhl.com).
- E) Any person, who acquires the shares of the Company and become member of the Company after dispatch of notice and holding shares as on the Cut-off date i.e. Monday, 21<sup>st</sup> September, 2020 may obtain the login ID and password by sending the request at the email id [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- F) The Scrutinizer shall submit his report to the Chairman of the Meeting or any person authorized by him within 48 hours of the conclusion of the AGM.
- G) The facility of E-voting system shall be made available at the AGM and the members attending the AGM who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting through E-voting system.
- H) A Member can opt for only one mode of voting i.e. either through remote e-voting or by e-voting. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and voting done in the meeting shall be treated as invalid.
- I) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be eligible to cast their vote again in the meeting.
- J) The Results declared along with Scrutinizer's Report (s) will be available on the website of the Company ([www.uvdhl.com](http://www.uvdhl.com)) within two days of passing of resolutions and communication of the same to the BSE Limited.

By order of the Board of Directors  
For **United Vander Horst Limited**

**SD/-**  
**Jagmeet Singh Sabharwal**  
Chairman & Managing Director  
DIN: 00270607

Place: Mumbai  
Date: 28<sup>th</sup> August, 2020

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

**EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013****Item No. 3:**

Mr. Jagmeet Singh Sabharwal (DIN:00270607) was appointed as Managing Director of the Company in 30<sup>th</sup> Annual General Meeting held on 22<sup>nd</sup> September, 2017 (Adjourned on 29<sup>th</sup> September, 2017) for the period of three years w.e.f. 18<sup>th</sup> August, 2017 to 17<sup>th</sup> August, 2020, liable to retire by rotation with no remuneration for the financial year 2017-18. Further, in 31<sup>st</sup> Annual General Meeting held 21<sup>st</sup> September, 2018 considering the financial position of the Company nil remuneration has been approved for the financial year 2018-19 and 2019-20.

The Members further informed that, taking in to consideration his qualification, industry experience, association and active participation in day to day affairs, management and growth of the Company, the management proposed and Board of Directors has approved his re-appointment as Chairman & Managing Director of the Company for the further period of three years w.e.f. 18<sup>th</sup> August, 2020 to 17<sup>th</sup> August, 2023, liable to retire by rotation. Considering the fund requirements for management of day to day expenses, business operations and fulfillment of working capital needs of the Company and after having detailed discussion with Mr. Jagmeet Singh Sabharwal, the nomination and remuneration committee of the Company has recommended and subsequently the Board of Directors has approved and proposed that No remuneration shall be paid to Mr. Jagmeet Singh Sabharwal, Chairman & Managing Director of the Company for the financial year 2020-21.

However, the board proposed for alteration, revision in the remuneration from time to time for the financial year 2021-22 and 2022-23, subject to necessary permissions, sanctions or approvals as required under the Companies Act, 2013.

In terms of pursuant to provisions of Section 196, 197, 198, 203 and read with Schedule V to the extent applicable and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the proposed appointment requires approval of members of the Company in form of Ordinary Resolution. Hence, the members are requested to pass the Ordinary Resolution accordingly.

The information as required under Section II of Part II of Schedule V of the Companies Act, 2013 for **Item No. 3** of the Notice is given below:

**I. GENERAL INFORMATION:**

- 1) **Nature of Industry:** The Company is involved in reconditioning and manufacturing facilities in-house by offering additional other services at customer factory premises, such as in-situ machining, equipment overall and spare part supply. The Company also provides facilities for Grinding, Honing, Groove Grinding, Boring, Chrome Plating, Demineralizing, Welding etc.
- 2) **Date or expected date of commencement of commercial production:** The Company is in commercial production since 1987.
- 3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** NA
- 4) **Financial performance based on given indicators:** (Rs. In '000')

Particulars	2017-18	2018-19	2019-20
Total Income	38,736.31	58,576.65	78,350.19
Profit Before Tax	(41,189.85)	(31,032.83)	54.00
Profit after Tax	(6484.43)	(21,758.34)	13,341.80

- 5) **Foreign investments or collaborations, if any:** There is no direct foreign investment in the Company except to the extent shares held by Non-Resident acquired through secondary market. There is no foreign collaboration in the Company.

## II. INFORMATION ABOUT THE APPOINTEE:

a) **Background details:**

Mr. Jagmeet Singh Sabharwal holds a basic Accounts degree from Mumbai University and a Diploma from London. He has 20 Years' of Industry experience in which the Company operates. He is Chairman & Managing Director of Max Spare Group Companies including United Vander Horst Limited. He is involved in day to day affairs and management of the Company. He is Promoter of the Company.

b) **Past remuneration:** Nil

c) **Recognition or award:** Nil

d) **Job profile and his suitability:** Mr. Jagmeet Singh Sabharwal shall be responsible for the day to day operation and managing the affairs of the Company under the superintendence, guidance and control of the Board.

e) **Remuneration proposed:** as mentioned in Notice.

f) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** The Company is not proposing any remuneration for financial year 2020-21.

g) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** Nil

## III. OTHER INFORMATION:

**Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:**

Previous management of the company has not taken required actions for increase in revenue & profits of the company. Deficiency in the managing day to day expenditures, hence, result is continuous losses or inadequate profits. New management trying to improve the same and taken all possible efforts for its improvement including reduction operational and other costs, reduction in liabilities etc. and the Company has taken all measures to improve operational efficiency/ productivity and the Company undertakes constant measures to improve it. Very soon, the company will be in profits.

Except Mr. Jagmeet Singh Sabharwal, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution.

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

### Item No. 4:

Since year 2017, after induction of new management on the board the volume of business has been increasing constantly and the Company has also embarked upon expansion & growth plans. Considering funds requirement in future in equity form and in order to expand the capital base of the Company, it is now proposed to increase its authorised share capital. As per section 61(1) and other applicable provisions of the Companies Act, 2013, the consent of shareholders is required for increasing the authorised share capital of the Company. Therefore, it is proposed to increase authorised share capital from existing Rs. 5,00,00,000 (Rupees Five Crore Only) divided into

50,00,000 (Fifty Lakhs) Equity Shares of Rs.10/- each to Rs. 6,50,00,000 (Rupees Six Crore and Fifty Lakhs Only) divided into 65,00,000 (Sixty Five Lakhs) Equity Shares of Rs. 10/- each.

As per the provisions of Section 13 and Section 61 of the Companies Act, 2013 and rules made there under, Article 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.

Since, meeting is conveyed through VC/OAVM and due to COVID 19, the copy of Memorandum & Articles of Association of the Company is open for inspection of the shareholders in electronic mode. Members can inspect the same by sending an email to [uvdhl29@gmail.com](mailto:uvdhl29@gmail.com)

None of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the Ordinary Resolution set out at **Item No. 4** of the accompanying Notice in the interests of the Company.

#### **Item No. 5:**

The members of the company are aware of the massive COVID-19 Pandemic which caused the sudden lockdown in the country from March, 2020 till now in different phases. This pandemic affected a lot to the business due to the lockdown and low man power available. The Company also had suspended its operations in its plant and office for temporary period as per guidelines of the Governments. The company has not achieved the business as per the targets and subsequently the company is in shortage of funds to meet its day to day expenses i.e. working capital for upcoming days as well as shortage of funds for the expansion of its business operations.

The Company requires fund either through capital or borrowed fund. Hence, to ensure the smooth flow of the business and no further increase in borrowed funds, the Board of Directors of the Company in their meeting held on August 28, 2020 have considered the option to raise the capital through preferential issue of equity shares from Promoters of the Company by offering, issuing and allotting 4,15,000 (Four Lakhs Fifteen Thousand) equity shares of having face value of Rs.10/- (Rupees Ten only).

In the aforesaid board meeting, the price for issue of equity shares has been determined in accordance with the provisions of regulation 165 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 which is Rs. 15/- (Rupees Fifteen Only) including premium of Rs.5/- (Rupees Five Only) per share.

As per the provisions of Section 42 and Section 62 of the Companies Act, 2013 and rules made there (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2020 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations") issue and allotment of 4,15,000 (Four Lakhs Fifteen Thousand) equity shares on preferential basis to promoter requires Shareholders Approval.

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

Since, meeting is conveyed through VC/OAVM and due to COVID 19, the copy of Memorandum & Articles of Association and other necessarily documents of the Company are open for inspection for the shareholders in electronic mode. Members can inspect the same by sending an email to [uvdhl29@gmail.com](mailto:uvdhl29@gmail.com)

**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:**

- A. Objects of the Preferential Issue:** Due to COVID-19 Pandemic impact on the business operations and liquidity position, the company is in need of funds for meeting its day to day operating expenses i.e. working capital as well as expansion of business activities which would be in the interest of the Company to fulfill its growth strategies.
- B. The total/maximum number of shares or other securities to be issued/particulars of the offer/Kinds of securities offered and the price at which security is being offered:** The resolution set out in the accompanying notice authorises the Board to offer, issue and allot 4,15,000 (Four Lakhs Fifteen Thousand) equity shares of face value of Rs. 10/- each (Rupees Ten Only) for cash at an issue price of Rs. 15/- (Rupees Fifteen Only) including premium of Rs.5/- (Rupees Five Only) per share aggregating to Rs.62,25,000/- (Rupees Sixty Two Lakhs Twenty Five Thousand Only) on preferential and private placement basis and resolution for the same has been passed by the Board of Directors in their meeting held on August 28, 2020.
- C. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at:** The price of equity shares to be issued is fixed at Rs.15/- (Rupees Fifteen Only) including premium of Rs.5/- (Rupees Five Only) per share of Face Value of Rs.10/- each in accordance with the price as determined in terms of regulation 165 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The relevant date as per the SEBI (ICDR) Regulations for the determination of the price per equity share pursuant to the preferential allotment is August 28, 2020 (“Relevant Date”) i.e. 30 days prior to the date of proposed AGM. Since August 29, 2020 falls on weekend, the day preceding the weekend is reckoned as relevant date i.e. August 28, 2020.

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

Accordingly, price per Equity Share is Rs. 15/- (Rupees Fifteen Only) has been determined to issue and allot of 4,15,000 (Four Lakhs Fifteen Thousand) equity shares on preferential and private placement basis by the Independent Registered Valuer in accordance with the provisions of regulation 165 of the SEBI (ICDR) Regulations read with Regulation 164 of the SEBI (ICDR) Regulations.

- D. Intention/Contribution of promoters/directors/key managerial personnel to subscribe to the offer:** None of the existing directors or key managerial personnel or promoters intends to subscribe to the proposed issue or furtherance of objects except Mr. Jagmeet Singh Sabharwal, Promoter & Managing Director who is subscribing to the proposed offer.
- E. Principal terms of the assets charged as securities:** Not Applicable
- F. Proposed time schedule within which the allotment shall be completed:** As required under the SEBI (ICDR) Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue. Provided that when



the allotment on preferential basis is pending on account of pendency of any approval or permission for such allotment by any regulatory authority or the Central Government, the period of fifteen days shall be counted from the date of such approval or permission.

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

No.	Details of Subscriber(s)	Category/ Class of Subscriber(s)	Pre Issue % holding	Number of Equity Shares proposed to be allotted	Post Issue % Holding*	Ultimate Beneficial Owners of shares/ proposed allottee
1.	Jagmeet Singh Sabharwal (PAN: AAQPS1189N)	Promoter	65.18%	4,15,000	68.20%	Jagmeet Singh Sabharwal

\*Post Issue % Holding is calculated on post issue capital of the Company i.e. after allotment of 4,15,000 equity shares.

- H. Change in control, if any, in the Company that would occur consequent to the preferential offer:** There shall be no change in management or control of the Company pursuant to the issue of the equity shares.
- I. Shareholding pattern of the issuer before and after the preferential issue:**

No.	Category	Pre Issue		Post Issue	
		No of Shares Held	% of Share Holding	No of Shares Held	% of Share Holding
<b>A.</b>	<b>Promoters' holding:</b>				
1	Indian				
	Individual	29,02,085	66.33%	33,17,085	69.24%
	Bodies corporate	-	-	-	-
	<b>Sub-Total</b>	<b>29,02,085</b>	<b>66.33%</b>	<b>33,17,085</b>	<b>69.24%</b>
2	Foreign/NRI Promoters	-	-	-	-
	<b>Sub-Total (A)</b>	<b>29,02,085</b>	<b>66.33%</b>	<b>33,17,085</b>	<b>69.24%</b>
<b>B.</b>	<b>Non-Promoters' holding:</b>				
1	Institutional Investors	1,600	0.04%	1,600	0.03%
2	Non-Institution				
	Corporate Bodies Including Public & Private	9,863	0.23%	9,863	0.21%
	Indian public including Director & relatives	13,69,677	31.30%	13,69,677	28.59%
	Others (including HUFs, NRIs)	92,275	2.1%	92,275	1.93%
	<b>Sub-Total (B)</b>	<b>14,73,415</b>	<b>33.67%</b>	<b>14,73,415</b>	<b>30.76%</b>
	<b>GRAND TOTAL</b>	<b>43,75,500</b>	<b>100%</b>	<b>47,90,500</b>	<b>100%</b>

- J. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:** During the year, no preferential allotment has been made to any person by the Company.
- K. Amount which the Company intends to raise by way of such securities:** Rs. 62,25,000/- (Rupees Sixty Two Lakhs Twenty Five Thousand Only).
- L. Lock in period:** The proposed allotment of the equity shares shall be subject to a lock-in as per the requirements of SEBI (ICDR) Regulations.
- M. Material terms of raising such securities:** Offer, Issue and Allotment of 4,15,000 (Four Lakhs Fifteen Thousand) equity shares of face value of Rs. 10/- each (Rupees Ten Only) for cash at an issue price of Rs. 15/- (Rupees Fifteen Only) including premium of Rs.5/- (Rupees Five Only) per share aggregating to Rs.62,25,000/- (Rupees Sixty Two Lakhs Twenty Five Thousand Only) on preferential and private placement basis. The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.
- N. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered Valuer:** Not Applicable
- O. The Company hereby undertakes that:**
- It would re-compute the price of the securities specified above, in terms of the provisions of the SEBI (ICDR) Regulations, if it is required to do so; and
  - If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.
- P. Disclosures specified in schedule VI of SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter:** It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter as per Regulation 163 (1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- Q. Auditor's certificate:** A certificate from M/s. CKSP AND CO. LLP (Formerly known as Chokshi and Co. LLP) Statutory Auditors of the Company, certifying that the issue of equity shares is being made in accordance with requirements of SEBI (ICDR) Regulations shall be placed before the Annual General Meeting of the shareholders.

Since, meeting is conveyed through VC/OAVM and due to COVID 19, relevant documents for inspection of the shareholders are available in electronic mode. Members can inspect the same by sending an email to [uvdh129@gmail.com](mailto:uvdh129@gmail.com) till the date of AGM.

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

Except Mr. Jagmeet Singh Sabharwal, None of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the resolution.

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

## ANNEXURE TO THE NOTICE

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

Particulars	Jagmeet Singh Sabharwal	Akshay Ashokan Veliyil
<b>Age</b>	48 Years	50 Years
<b>Nature/Experience in functional area</b>	21 Years in Oil seals, Hydraulic Cylinders, V-Belts & Transmissions	20 Years in Oil seals, Hydraulic Cylinders, V-Belts & Transmissions
<b>Qualification</b>	Accounts degree from Mumbai University and a Diploma from London.	Diploma in Polymer Technology from London
<b>Terms and Condition of Appointment &amp; Last Remuneration</b>	Managing Director for three Years from 18th August, 2020 to 17th August, 2023. Last Remuneration Drawn - Nil	Appointment as a Non Executive Director for no fixed terms and conditions other than prescribed under the Companies Act, 2013. Last Remuneration Drawn – Nil
<b>Remuneration sought to be paid</b>	Nil	Nil
<b>Directorship in other Companies including Listed Company</b>	Max Spare Limited The Rubber Products Limited Accolade Properties Private Limited Gowal Consulting Services Private Limited INCO Colours (India) Private Limited B.R. Steel Products Private Limited	Max Spare Limited The Rubber Products Limited
<b>Membership of Committees of other Companies including Listed Company (Audit Committee / Nomination Remuneration Committee/Stakeholders Relationship Committee)</b>	Max Spare Limited <b>Committee:</b> Nomination Remuneration Committee <b>The Rubber Products Limited Committee:</b> 1. Audit Committee 2. Stakeholder Relationship Committee	Nil
<b>No. of Shares held in the Company as on June 30, 2020</b>	28,52,085	Nil
<b>First Appointment by the Board</b>	03/05/2017	20/05/2017
<b>Relationship with other Director, Manager &amp; KMP</b>	No Relation	No Relation
<b>Board Meeting attended (F.Y. 2019-20)</b>	Six	Six
<b>Justification for appointment of Independent Director</b>	Not Applicable	