

AVS & ASSOCIATES

Company Secretaries (Peer Reviewed Firm)

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To,
Mr. Akshay Veliyil
The Chairman of the Extra Ordinary General Meeting
United Van Der Horst Limited

The Extra Ordinary General Meeting ("EOGM") of the Shareholders of **M/s. United Van Der Horst Limited** (hereinafter referred as "**the Company**") held on Friday, 28th July, 2023 at 02:30 P.M. IST (Commenced at 3:00 P.M. IST) 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 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022, and Circular No. 11/2022 dated December 28, 2022, issued by Ministry of Corporate Affairs ("MCA") (collectively referred to as ("**MCA Circulars**") and SEBI Circular No. SEBI/ HO/ CFD /CMD1/CIR/P/ 2020/ 79 dated May 12, 2020, SEBI Circular No. SEBI/ HO/CFD/ CMD2/ CIR/P/2021/11 dated January 15, 2021, SEBI Circular No. 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**").

Subject: Scrutinizer's Report on voting through remote e-voting and electronic voting at the EOGM of the shareholders of the Company held on Friday, 28th July, 2023, at 2.30 p.m. (Commenced at 3:00 P.M) through video conferencing ("VC") /other audio-visual means ("OVAM") in terms of provisions of the Companies Act, 2013 (hereinafter the 'Act' read with the rules made there under and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- A. I, Vijay Yadav, Partner of M/s. AVS & Associates, Practicing Company Secretaries, have been appointed as Scrutinizer in the meeting of the Board of Directors of the Company held on Wednesday, June 28, 2023 to conduct the following:
- (i) **Remote e-voting** process 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 EOGM** held on Friday, 28th July, 2023 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.
 - (iii) 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 EOGM and presence of a quorum at the EOGM on the proposed resolutions mentioned in the Notice dated June 28, 2023 is the responsibility of the Management. My responsibility as a scrutinizer is to ensure that the voting process in all modes is conducted in a fair and transparent manner and render a scrutinizer report based on reports generated from the electronic voting system provided by Link Intime India Pvt. Ltd. ('LI IPL') and votes casted by shareholders at the EOGM.

- (iv) Pursuant to sections 101, 108 of the Companies Act, 2013 read with rule 20 Companies (Management & Administration) Rules, 2014 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force), the Company has confirmed that the electronic copy of Notice of EOGM 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.
- (v) The Company had appointed Link Intime India Pvt. Ltd. ('LI IPL') for providing a facility to the shareholders for participation in the EOGM through VC/OAVM and conducting the electronic voting by the shareholders at the EOGM. After the time fixed for the closing of electronic voting at EOGM by the Chairman, voting was closed and votes cast were unblocked.
- (vi) The members of the Company holding shares as of the "Cut Off" date on **Friday, 21st July, 2023** were entitled to vote on the resolutions forming part of the notice of the EOGM. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as of the cut-off date i.e. Friday 21st July, 2023.
- (vii) 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, 25th July 2023 (09.00 a.m. IST) and ended on Thursday, 27th July, 2023 (05.00 p.m. IST) and **LI IPL** remote e-voting portal was blocked in the presence of Ms. Meet Karia who is not in employment of the Company.
- (viii) I submit Scrutinizer Report on the basis of the votes exercised by the shareholders of the Company through remote e-voting prior to and during the EOGM in respect of the said resolutions.

SPECIAL BUSINESS:**Item No. 1 - Ordinary Resolution:**

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

| Category | Mode of Voting | No. of Shares held | No. of Votes polled* | % of Votes Polled in 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 |
| Promoter and Promoter Group | Remote E-voting | 41,17,085 | 41,17,085 | 100.00 | 41,17,085 | 0.00 | 100.00 | 0.00 |
| | E-voting at EOGM | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Total | 41,17,085 | 41,17,085 | 100.00 | 41,17,085 | 0.00 | 100.00 | 0.00 |
| Public Institutions Holders | Remote E-voting | 1600 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | E-voting at EOGM | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Total | 1600 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Public - Non Institutions Holders | Remote E-voting | 14,71,815 | 1,90,879 | 12.97 | 1,90,879 | 0.00 | 100.00 | 0.00 |
| | E-voting at EOGM | | 66,222 | 4.49 | 66,222 | 0.00 | 100.00 | 0.00 |
| | Total | 14,71,815 | 2,57,101 | 17.47 | 2,57,101 | 0.00 | 100.00 | 0.00 |
| Grand Total | | 55,90,500 | 43,74,186 | 78.24 | 43,74,186 | 0.00 | 100.00 | 0.00 |

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

Item No. 2 - Special Resolution:

Considered and approved 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.

| Category | Mode of Voting | No. of Shares held | No. of Votes polled* | % of Votes Polled in 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 |
| Promoter and Promoter Group | Remote E-voting | 41,17,085 | 41,17,085 | 100.00 | 41,17,085 | 0.00 | 100.00 | 0.00 |
| | E-voting at EOGM | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Total | 41,17,085 | 41,17,085 | 100.00 | 41,17,085 | 0.00 | 100.00 | 0.00 |
| Public Institutions Holders | Remote E-voting | 1600 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | E-voting at EOGM | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Total | 1600 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Public - Non Institutions Holders | Remote E-voting | 14,71,815 | 1,90,879 | 12.97 | 1,90,879 | 0.00 | 100.00 | 0.00 |
| | E-voting at EOGM | | 66,222 | 4.49 | 66,222 | 0.00 | 100.00 | 0.00 |
| | Total | 14,71,815 | 2,57,101 | 17.47 | 2,57,101 | 0.00 | 100.00 | 0.00 |
| Grand Total | | 55,90,500 | 43,74,186 | 78.24 | 43,74,186 | 0.00 | 100.00 | 0.00 |

*No. of votes polled does not include ‘no. of votes invalid’

Item No. 3 – Special Resolution:

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

| Category | Mode of Voting | No. of Shares held | No. of Votes polled* | % of Votes Polled in 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 |
| Promoter and Promoter Group | Remote E-voting | 41,17,085 | 41,17,085 | 100.00 | 41,17,085 | 0.00 | 100.00 | 0.00 |
| | E-voting at EOGM | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Total | 41,17,085 | 41,17,085 | 100.00 | 41,17,085 | 0.00 | 100.00 | 0.00 |
| Public Institutions Holders | Remote E-voting | 1600 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | E-voting at EOGM | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Total | 1600 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Public - Non Institutions Holders | Remote E-voting | 14,71,815 | 1,90,879 | 12.97 | 1,90,879 | 0.00 | 100.00 | 0.00 |
| | E-voting at EOGM | | 66,222 | 4.49 | 66,222 | 0.00 | 100.00 | 0.00 |
| | Total | 14,71,815 | 2,57,101 | 17.47 | 2,57,101 | 0.00 | 100.00 | 0.00 |
| Grand Total | | 55,90,500 | 43,74,186 | 78.24 | 43,74,186 | 0.00 | 100.00 | 0.00 |

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

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 EOGM.

There are 1300 Equity Shares which are Partly Paid up of Rs. 5 each.

Thanking you,
Yours faithfully,

**For AVS & Associates
Company Secretaries**

For United Van Der Horst Limited

**Vijay Yadav
Partner
Mem. No: F11990
COP No: 16806
Peer Review No: 1451/2021
UDIN: F011990E000717651**

**Mr. Akshay Veliyil
(Chairman of the Meeting)**

**Place: Navi Mumbai
Date: August 1, 2023**