



ANNUAL REPORT

2022-2023

“What really distinguishes us from the others is that we recondition by **RESTANDARDIZING** and not **DESTANDARDIZING**”

BOARD OF DIRECTORS

Mr. Jagmeet Singh Sabharwal	• Chairman & Managing Director
Mr. Akshay Veliyil	• Non-Executive Director
Mr. Sarbjit Singh Chaudhary	• Independent Director
Ms. Pooja Tiwari	• Independent Woman Director
Mr. Kalpesh Shah	• Chief Financial Officer
Mr. Sameer Shinde	• Company Secretary & Compliance Officer

STATUTORY AUDITORS

M/s. CKSP and CO. LLP
(Formerly known as Chokshi and Co. LLP)
Chartered Accountants

INTERNAL AUDITORS

M/s. Nikunj J. Parekh & Co,
Chartered Accountants

SECRETARIAL AUDITORS

M/s. AVS & Associates
Company Secretaries

BANKERS

Axis Bank Limited
ICICI Bank Limited
State Bank of India

REGISTERED OFFICE & PLANT:**United Van Der Horst Limited**

E.29/30, MIDC, Taloja,
Navi Mumbai - 410208
Email:Info@uvdhl.com
Tel No (022)-27412728
Web:www.uvdhl.com

REGISTRARS & SHARE TRANSFER AGENTS**M/s. Link Intime India Pvt. Ltd.**

C 101, 247 Park,
L B S Marg, Vikhroli (West),
Mumbai - 400083
Tel No: +91 22 49186270
Fax: +91 22 49186060
E-mail: rnt.helpdesk@linkintime.co.in
Web: www.linkintime.co.in

SHARES LISTED AT:

Stock Exchange - BSE Limited

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 36TH ANNUAL GENERAL MEETING OF THE MEMBERS OF UNITED VAN DER HORST LIMITED WILL BE HELD ON TUESDAY, 26TH SEPTEMBER, 2023 AT 03:00 P.M. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) FACILITY TO TRANSACT THE FOLLOWING BUSINESS. THE DEEMED VENUE FOR THE MEETING SHALL BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT, E.29/30, MIDC, TALOJA, NAVI MUMBAI – 410208, MAHARASHTRA, INDIA.

ORDINARY BUSINESS:

1. Adoption of Financial Statements for the financial year ended 31st March 2023:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 including audited balance sheet as on 31st March, 2023 and the statement of Profit & Loss A/c for the year ended as on that date and the Report of the Board of Directors and Auditors thereon.

2. Re-appointment of Mr. Jagmeet Singh Sabharwal (DIN: 00270607) as a Director, liable to retire by rotation, who had offered himself of re-appointment:

To appoint a director in place of Mr. **Jagmeet Singh Sabharwal (DIN: 00270607)**, Managing Director of the Company who retires by rotation and, being eligible 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 **Special 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, Audit Committee and approval of the Board of Directors and subject to such approvals, permissions and sanctions as may be required, notice in writing received from a member proposing his candidature for the office of the Director , Mr. Jagmeet Singh Sabharwal (DIN: 00270607) Managing Director of the Company be and is hereby re-appointed as Managing Director of the Company for the further period of three years with effect from August 18, 2023 to August 17, 2026 liable to retire by rotation.

RESOLVED FURTHER THAT No remuneration shall be paid to Mr. Jagmeet Singh Sabharwal, Chairman & Managing Director of the Company . During the above years, the Board of Directors of the Company be and is hereby authorized (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, the above - mentioned remuneration from time to time and it shall not exceed the maximum permissible limit as per Schedule V, Part II, Section II of 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”

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

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

Date: 28th July, 2023
Place: Navi Mumbai

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

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 36th Annual General Meeting (‘36th AGM/AGM’) of the Company is being conducted through VC/OAVM facility, which does not require the physical presence of members at a common venue. The deemed venue for the 36th 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 the facility of remote e-voting to its Members in respect of the business to be transacted at the 36th AGM. For this purpose, the Company has entered into an agreement with Link Intime India Pvt. Ltd. (‘LI IPL’) to facilitate voting through electronic means, as the authorized e-voting 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 36th AGM will be provided by LI IPL.
3. For the convenience of the members and proper conduct of the AGM, Members can log in 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 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 AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM 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 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 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 authorized 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 authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at 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 AGM 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 Tuesday 29th August, 2023.
7. Members may note that, the Notice of the AGM 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 AGM Notice is also disseminated on the website of LI IPL (agency for providing the Remote e-Voting facility and e-voting system during the AGM).
8. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the AGM is annexed herewith. The Board of Directors (“the Board”) have considered and decided to include the special businesses in the AGM 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 AGM
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 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 AGM 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 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.
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 AGM and prior to Tuesday 19th September 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 AGM 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 Saturday 23rd September, 2023 and will end at 5:00 p.m. on Monday 25th September, 2023. 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.
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 the 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 the 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.
22. A Copy of the Memorandum and Articles of Association and other necessary 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 till the date of the AGM.
23. The Scrutinizer shall after the conclusion of voting at the general meeting, 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 AGM, 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 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 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 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 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 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 evoting@nsdl.co.in or call at : 022 - 4886 7000 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 helpdesk.evoting@cdslindia.com 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>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o 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:

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 or contact on: - Tel: 022-49186175.

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

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

Date: 28th July, 2023

Place: Navi Mumbai

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 the 33rd Annual General Meeting held on 28th September, 2020 for the period of three years w.e.f. 18th August, 2020 to 17th August, 2023, liable to retire by rotation with no remuneration for the financial year 2023-24.

The Members further informed that, taking in to consideration his qualification, industry experience, association and active participation in day-to-day affairs of the Company, as well as considering his contribution towards the growth of the Company, the management proposed and Board of Directors have approved his re-appointment as Chairman & Managing Director of the Company for the further period of three years w.e.f. August 18, 2023 to August 17, 2026 liable to retire by rotation. Considering the fund requirements for management of day-to-day expenses, business operations and fulfilment of working capital needs of the Company and after having a detailed discussion with Mr. Jagmeet Singh Sabharwal, the nomination and remuneration committee of the Company has recommended and subsequently the Board of Directors have approved and proposed that no remuneration shall be paid to Mr. Jagmeet Singh Sabharwal, Chairman & Managing Director of the Company.

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 **Special Resolution**. Hence, the members are requested to pass the Special Resolution accordingly.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of a **Special Resolution**.

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 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 engaged in reconditioning and manufacturing of various Hydraulic Cylinders, Powerpacks, Control waves and Accumulators also offering additional other services at customer factory premises, such as in-situ machining, reconditioning to the Marine Components in Marine Industry and oilfield equipment's overall and spare part supply. It also provides provides facilities for Grinding, Honing, Groove Grinding, Boring, Chrome Plating, Demineralizing, Welding, In Situ Machining, Vertical Turret Lathe etc.
- 2) **Date or expected date of commencement of commercial production:** The Company has been 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	2020-21	2021-22	2022-23
Total Income	939.92	1,231.63	1,726.94
Profit Before Tax	118.50	91.46	307.71
Profit after Tax	36.12	174.86	233.88

- 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 24 Years' of Industry experience in which the Company operates. He is Promoter of Max Spare Group Companies including United Van Der Horst Limited. He is involved in day to day affairs and management of the Company. He is Promoter of the Company.

b) **Past remuneration:** Nilc) **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 2023-24.

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

Not Applicable as currently the Company is in Profit.

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.

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	Details
Name	Jagmeet Singh Sabharwal
Age	51 Years
Nature/Experience in functional area	24 Years in Oil seals, Hydraulic Cylinders, V-Belts & Transmissions
Qualification	Accounts degree from Mumbai University and a Diploma from London
Terms and Condition of Appointment & Last Remuneration	As per the resolution at Item no. 3 of the Notice convening this Annual General Meeting read with explanatory statement thereto, Mr. Jagmeet Singh Sabharwal is proposed to be appointed as a Managing Director w.e.f 18 th August, 2023 to 19 th August, 2026. Last Remuneration Drawn - Nil
Remuneration sought to be paid	Nil
Directorship in other companies including Listed Companies	Max Spare Limited Inco Colours (India) P Ltd Accolade Properties Private Limited Gowal Consulting Services Private Limited B. R. Steel Products Private Limited
Membership of Committees of other Companies including Listed Company (Audit Committee /Nomination Remuneration Committee/Stakeholders Relationship Committee)	NIL
No. of Shares held in the Company	40,67,085
First Appointment by the Board	03/05/2017
Relationship with other Director, Manager & KMP	No Relation
Board Meeting attended (F.Y. 2022-23)	Three
Justification appointment Independent Director	Not Applicable
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19	Mr. Jagmeet Singh Sabharwal is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.