

NBM 02/2024-2025

Date: 31/07/2024

To,
 The Board of Directors of,
 United Van Der Horst Ltd.
 Invitees

Sub.: Notice and Agenda of Board Meeting

Dear All,

This is to inform you that the 2nd Meeting of the Financial Year 2024-25 of the Board of Directors of the Company will be held on Wednesday, 07th August, 2024 at 03:00 P.M. at 8, Shyam Kripa, 15th Road, Near Mini Punjab Restaurant, Off Link Road, Khar Road (West), Mumbai - 400052, Maharashtra, India, to consider the following business:

No.	Particulars of Notice and Agenda:
1.	To take note of the Chairman of the Meeting:
	The members of the Board are hereby requested to take note of Chairman of the Board Meeting of the Company.
2.	To grant leave of absence, if any, to the Directors:
	Leave of absence shall be granted to the Directors who have express their inability to attend the meeting.
3.	To take on record the minutes of previous Board Meeting held on 24th May, 2024:
	The members of the Board are hereby requested to confirm the Minutes of the previous meeting held on 24 th May, 2024. <i>(Draft minutes will be placed at the meeting for the Signature)</i>
4.	To take on record minutes of the previous Committee's meetings held:
	The members of the Board are hereby requested to confirm the minutes of the previous meetings of the Committees. <i>(Minutes will be placed at the meeting)</i>
5.	To take on record the window closure as per the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Trading Window is closed from 01st July, 2024 and will be open for trading after 48 hours from the announcement of the Financial Results of the Company:
	The members of the Board are hereby informed that as per the Company's Code of Conduct for prohibition of insider trading, pursuant to the securities of Exchange Board of India (Prohibition of Insider Trading) Regulation 2015 and with reference to the circulars issued by BSE vide Circular no. LIST/COMP/01/2019-20 dated April 2, 2019 pertaining to clarification regarding the trading restriction period, the Trading Window for dealing in securities/shares of the Company trading window will remain closed from 1 st July, 2024 till completion of 48 (Forty Eight) hours after the Un- audited Financial Results of the Company for the Quarter ended 30 th June, 2024 generally made available to the public. The members of the Board are requested to take note of the same.
6.	To Discuss on the Internal Audit Report along with the observation if any for the Quarter Ended on 30th June, 2024:
	The members of the Board are hereby requested to review and discuss on the Internal Audit Report along with the Internal Auditor observations if any given by M/s. Nikunj J. Parekh & Co., Chartered Accountants, Internal Auditor of the Company for the period 1 st April, 2024 to 30 th June, 2024 and to discuss the internal control weaknesses, if any.

7.	To take on record Chief Financial Officer ('CFO') Certificate on quarterly Results for the Quarter ended 30th June, 2024 in pursuance of regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:
	As per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, CFO shall certify that the financial results do not contain any false or misleading statement and the figures do not omit any material facts. The Certificate will be placed at the meeting. The Members of the Board requested to take on record the certificate signed by CFO of the Company. <i>(Certificate will be placed at the meeting).</i>
8.	To Approve Un-audited Financial Results (Standalone) of the Company for the Quarter Ended on 30th June, 2024 along with Limited Review Report:
	The members of the board are hereby informed that, pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the rules and regulations made there under and pursuant to amendment therein from time to time, the Un-audited Financial Results (Standalone) of the Company for the quarter ended on 30 th June, 2024 along with Limited Review Report has to be discussed, reviewed and approved by the Board of Directors of the Company. Hence, the Members of board are requested to discuss, review and approve the same. <i>(Draft of financial results shall be placed at the meeting).</i>
9.	To review and take a note of Related Party Transactions entered in the Quarter ended 30th June, 2024:
	The members of the board to review and take note of related party transactions, if any, entered by the Company in the quarter ended 30 th June, 2024 with reference to omnibus approval, if any, given for the same by the Audit Committee. <i>The Details of the same will be placed at the Meeting.</i>
10.	To take on record status of Investor Complaints for the Quarter ended 30th June, 2024:
	The members of the Board are hereby informed that, members of the board are required to review investor complaints on a quarterly basis as per Regulation 13 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. So, members of the board are requested to take note of the same.
11.	To take on record other compliances compiled by the Company for the Quarter ended 30th June, 2024:
	The Board is requested to take note of: <ul style="list-style-type: none"> • Filing of a Certificate confirming securities received from the depository participant for dematerialization was confirmed to the depositories by RTA, for the quarter ended 30.06.2024 submitted on 16-07-2024. • Filing of Shareholding Pattern for the quarter ended 30.06.2024 within 21 days i.e. 20-07-2024 • Filing of Status of Investor Complaints (XBRL) for the quarter ended 30.06.2024 within 21 days i.e. 17-07-2024. • Filing of Non - applicability Certificate of Corporate Governance for the quarter ended 30.06.2024 within 21 days i.e submitted on 30-07-2024. • Filing of Structured Digital Database ('SDD') Compliance Certificate under Prohibition of Insider Trading) Regulations, 2015, ('PIT Regulations'), for the quarter ended 30.06.2024 within 21 days i.e. 20-07-2024. • Filing of Reconciliation of Share Capital Audit (PDF & XBRL) for the quarter ended 30.06.2024 within 30 days i.e. on 27-07-2024.
12.	To take note of review made by the Audit Committee on the Inter-corporate loans and Investments made, if any, in the Quarter ended 30th June, 2024:
	The members of the Board are hereby to take note of the review made by the Audit Committee on Inter-Corporate loans and Investment, if any, made by the Company for

	the period 1 st April, 2024 to 30 th June, 2024.
13.	To Review & discuss Secretarial Audit Report for the year ended March 31, 2024 along with the observation report, if any & to Approve the Appointment, remuneration and terms of re-appointment of M/s. AVS & Associates, Company Secretaries, as Secretarial Auditor of the Company for F.Y. 2024-25.
	<p>The members of the Board are hereby informed that company has to conduct the Secretarial Audit as per Section 204 of the Companies Act, 2013 & for F.Y. 2023-24 the audit was conducted by M/s. AVS & Associates, Company Secretaries is duly completed. Hence, the members of the board are requested to review, discuss secretarial audit report for the year ended March 31, 2024 along with observation report, if any.</p> <p><i>(Draft Report will be placed at the meeting)</i></p> <p>Further, Pursuant to applicable sections of the Companies Act, 2013 read with Rule 8 of Companies (Meeting of Board and its Powers) Rules, 2014 the Board of Directors are hereby requested to approve the re-appointment of M/s. AVS & Associates, Company Secretaries as Secretarial Auditor for the Financial Year 2024-25 with the recommendation of Audit Committee.</p>
14.	To Approve the Appointment, remuneration and terms of re-appointment of M/s. Nikunj J. Parekh & Co., Chartered Accountants, as Internal Auditor of the Company for F.Y. 2024-25.
	<p>The members of the Board are hereby informed that Pursuant to Section 138 of the Companies Act, 2013 read with rule 13 of the Companies (Accounts) Rules, 2014 Internal Auditor needs to be mandatorily appointed by the Company.</p> <p>Hence, the Members of the Board are hereby requested to approve the re-appointment, to fix remuneration and terms of appointment of M/s. Nikunj J. Parekh & Co., Chartered Accountants, as Internal Auditor of the Company for F.Y. 2024-25 with the recommendation of Audit Committee.</p>
15.	To review the Director Responsibility Statement to be included in the Board Report of the Company for the F.Y. 2023-24:
	<p>The members of the Board are hereby inform that, Pursuant to provisions of Section 134(5) of the Companies Act, 2013 and rules made there under, the matters to be included in the Directors Responsibility Statement (mentioned below) which is required to be included in the Board Report of the Company for the F.Y.2023-24 has to be reviewed and approved by the Board of Directors of the Company. The Directors are further informed that, the Board also needs to confirm on the systems of the Company to ensure the compliance with the provisions of all applicable laws of the Company. Matters of Directors Responsibility Statement are as follows:</p> <ol style="list-style-type: none"> A. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures; B. Such accounting policies have been selected and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and Fair view of the state of affairs of the Company as at 31st March, 2024 and of the profit and loss of the Company for that year; C. Proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; D. The annual accounts of the Company have been prepared on a going concern basis; E. That Directors had laid down adequate internal financial controls and such internal financial controls were adequate and were operating effectively; F. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

	Hence, the Board Members are requested to approve the same.
16.	Appointment of Ms. Tripti Mahesh Sharma as Independent Director of the Company:
	The Members of Board are hereby informed that pursuant 149,152, 161 and other applicable provisions (including any modification or re-enactment thereof) if any of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, Ms. Tripti Mahesh Sharma was appointed as Additional Independent Director of the Company whose term expires in the ensuing Annual General Meeting. Hence, Board of directors are hereby requested to approve the appointment of Ms. Tripti Mahesh Sharma as Independent Director of the Company with the recommendation of Nomination and Remuneration Committee.
17.	To Approve the Re-appointment of Director liable to retire by rotation:
	The Members of the Board are hereby informed that, pursuant to the provisions of Section 152(6) (a) of the Companies Act, 2013 and rules made thereunder, not less than 2/3rd of the total number of Directors shall be persons whose period of office is liable to be determined by rotation (excluding Independent Directors), out of which 1/3rd of such Directors shall be liable to retire by rotation. On the basis of appointments of executive and Non- Executive Non-Independent Directors of the Company, the director who is in longest in the office is liable to retire by rotation and may seek re-appointment. Accordingly, Mr. Akshay Ashokan Veliyil, Director Non- Executive Director of the Company of the Company being eligible to be reappointed on the Board of the Company. So, members of the Board requested to approve re-appointment of retiring Director.
18.	To Approve the Draft Directors' Report ('Board Report') along with the annexures thereto For the F.Y. 2023-2024:
	The Members of the Board are hereby informed that Pursuant to the provisions of section 134 of the Companies Act, 2013, there shall be attached to the statements laid before the Company in Annual General Meeting, a report by its Board of Directors containing various matters as prescribed under the Act and the rules contained therein. <i>(The draft Directors' Report along with Annexures thereto for the year ended March 31, 2024 shall be placed at the meeting for the Board approval.)</i>
19.	To approve Annual Report For F.Y 2023-24:
	The members of the Board are hereby informed that, pursuant to Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company needs to prepare and dispatch copy of Annual Report along with Notice to Annual General Meeting to the shareholders of the Company. This report consists of necessary annexures such as Board Report, Related Party Disclosures, Disclosures pertaining to Associates, Joint Ventures and Subsidiaries, if any of the Company, Annual Return, Management Discussion Analysis Report etc. which needs to drafted in compliance with the provisions, Regulations and Sections of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Companies Act, 2013. So members of the Board requested to review and discuss and approve the same for Financial Year 2023-24. <i>(Draft Report Will be placed at the Meeting).</i>
20.	To fix the Day, Date, Time & Venue along with dates for book closure of Register of Members and Notice of 37th Annual General Meeting ("AGM") of the Company:
	The members of the Board are hereby informed that, pursuant to section 96 of the Companies Act, 2013 the rules made there under, Every Company is required to hold its AGM within six months from the end of the financial year for each year as well as to fix the date of book closure of the Company for taking record of the members of the Company for the purpose of payment of final dividend, if any for the financial year ended 31 st March, 2024. Further, the Notice of AGM need to be approved by the members of the Board. Hence, the Board members are requested to fix the Day, Date, Time & Venue along with dates for book closure of Register of Members and approve the notice of AGM of the Company. <i>(Draft Notice of AGM shall be placed in the meeting for approval).</i>
21.	To approve appointment of Scrutinizer for 37th Annual General Meeting (AGM) of the Company:

	The members of the Board are hereby informed that pursuant to Section 108, Rule 20 of Companies (Management and Administration) Rules, 2014 and other applicable provisions, company shall provide to its members facility to exercise their right to vote on resolutions proposed to be considered at a general meeting by electronic means and to scrutinize the e- voting process in a fair and transparent manner the company shall appoint scrutinizer who is a Company Secretary in Practice, or any other professional from other Institutes as prescribed, and not in employment of the Company and is a person of repute. Hence, the board members are requested to appoint scrutinizer for the forthcoming Annual General Meeting (AGM).
22.	To take note of Internal Audit Report of Registrar Transfer Agent(“RTA”) of the Company for Financial Year 2023-24:
	Members of the Board hereby informed that, pursuant to SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 pertaining to Strengthening the Guidelines and Raising Industry standards for RTA, Issuer Companies and Banker to an Issue, it is compulsory to conduct Internal audit of RTAs. As well as RTAs need to submit a copy of report of the internal audit to the Company within three months from the end of the financial year. So members of the Board requested to review and take note of the same. <i>(Copy of the report shall be placed in the meeting).</i>
23.	Minimum Information to be placed before Board of Directors as per Part A Schedule II of LODR:
	The Members of the Board hereby informed that, as per the Part A of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is necessary to place the minimum information as prescribed, which shall be placed before the Board. The same will be placed at the meeting.
24.	To review the functioning of the whistle blower mechanism and Complaints received if any during the Quarter ended on 30th June, 2024 along with Complaints of Sexual Harassment:
	The Members of the Board are requested to review the Status of Complaints received during the quarter ended 30 th June, 2024 under Prevention of Sexual Harassment at Workplace, if any.
25.	To take note of New Amendments in SEBI Laws and Companies Act, 2013 during the quarter ended 30th June, 2024 and compliance status of United Vander Horst Limited for the same:
	The members of the Board are hereby to take note of New Amendments in SEBI Laws and Companies Act, 2013 during the quarter ended 30 th June, 2024.
26.	Any other matters:
	Any other item of business may be transacted with the permission of the Chairman and with the Consent of a majority of the directors present in the Meeting.

Draft of requisites resolutions, if any, will be placed at the Meeting.

The Member may participate at the meeting through Video Conference which is available for attending the Meeting. Prior Intimation of such intention to participate the meeting through Video Conference shall be send to the Company Secretary at least 2 Days in advance from the date of Date of Meeting.

Link for attending this meeting through Video Conferencing shall be provided you 1 day in advance. In case of any assistance required w.r.t. Video Conference can reach at;

Mr. Sameer Shinde

E-Mail- uvdhl29@gmail.com

Member attending meeting through Video Conference shall ensure that no person other than the concerned member attending shall have access to the proceedings of the meeting.

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

SD/-
Sameer Shinde
Company Secretary & Compliance Officer
Membership No: A55808
Add: E - 29 / 30, MIDC Industrial Area,
Taloja, Navi Mumbai - 410208, Maharashtra, India