

NBM 03/2024-2025

Date: 10/08/2024

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 3<sup>rd</sup> Meeting of the Financial Year 2024-25 of the Board of Directors of the Company will be held at Shorter Notice on Tuesday, 13<sup>th</sup> August, 2024 at 12:00 P.M. at 8, Shyam Kripa, 15<sup>th</sup> 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:   |
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| <b>1.</b> | <b>To take note of the Chairman of the Meeting:</b>   |
|           | The members of the Board are hereby requested to take note of the Chairman of the Board Meeting of the Company.   |
| <b>2.</b> | <b>To grant leave of absence, if any, to the Directors:</b>   |
|           | Leave of absence shall be granted to the Directors who have expressed their inability to attend the meeting.  |
| <b>3.</b> | <b>To take on record the window closure as per the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Trading Window is closed from 09<sup>th</sup> August, 2024 and will be open for trading after 48 hours from the announcement of the Final Dividend of the Company:</b>  |
|           | The members of the Board are hereby informed that as per the Company's Code of Conduct for the prohibition of insider trading, pursuant to the securities of Exchange Board of India (Prohibition of Insider Trading) Regulation 2015 the Trading Window for dealing in securities/shares of United Van Der Horst Limited ("the Company") will remain closed for all the Designated Persons and their Immediate Relatives of the Company with effect from Friday 09 <sup>th</sup> August, 2024 till Thursday 15 <sup>th</sup> August, 2024.<br><br>The members of the Board are requested to take note of the same.   |
| <b>4.</b> | <b>To recommend the Final dividend on Equity shares of the Company for the Financial Year ending 31<sup>st</sup> March, 2024:</b>   |
|           | The members of the Board are hereby informed that considering the financial performance and available profits the management of the Company propose to declare an Final dividend to distribute a portion of the Company's profits to its members subject to approval of the shareholders at the ensuing Annual General Meeting.<br><br>The Board members are requested to consider and accord approval for Declaring Final Dividend and discuss the necessary steps to implement the dividend distribution.<br><br><i>(A comprehensive overview of the company's financial performance and any other relevant information to support the decision-making process shall be placed at the meeting).</i> |
| <b>5.</b> | <b>To Opening of Bank account for payment of Dividend:</b>  |
|           | The Board members are inform that the Company needs to open a bank account for the purpose of distribution of final dividend for the Financial Year 2023-2024 if approved by the shareholders of the Company at the ensuing Annual General Meeting.<br><br>Further, as per section 123(4) of the Companies Act, 2013, the Company has to deposit amount of dividend within five days from the date of declaration of such dividend.   |

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|           | The Board is requested to consider & approve the same.   |
| <b>6.</b> | <b>To Review &amp; discuss Secretarial Audit Report for the year ended March 31, 2024 along with the observation report, if any :</b>  |
|           | <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 &amp; for F.Y. 2023-24 the audit was conducted by M/s. AVS &amp; Associates, Company Secretaries is duly completed.</p> <p>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>   |
| <b>7.</b> | <b>To review the Director Responsibility Statement to be included in the Board Report of the Company for the F.Y. 2023-24:</b>   |
|           | <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"> <li>A. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;</li> <li>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;</li> <li>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;</li> <li>D. The annual accounts of the Company have been prepared on a going concern basis;</li> <li>E. That Directors had laid down adequate internal financial controls and such internal financial controls were adequate and were operating effectively;</li> <li>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;</li> </ol> <p>Hence, the Board Members are requested to approve the same.</p> |
| <b>8.</b> | <b>To Approve the Draft Directors' Report ('Board Report') along with the annexures thereto For the F.Y. 2023-2024:</b>  |
|           | <p>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.</p> <p><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></p>   |
| <b>9.</b> | <b>To Approve Annual Report For F.Y 2023-24:</b>   |
|           | 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)  |

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|            | <p>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 be 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.</p> <p><i>(Draft Report Will be placed at the Meeting)</i></p>  |
| <b>10.</b> | <p><b>To Fix the Day, Date, Time &amp; Venue along with dates for book closure of Register of Members and Notice of 37<sup>th</sup> Annual General Meeting (“AGM”) of the Company:</b></p> <p>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<sup>st</sup> 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 &amp; Venue along with dates for book closure of Register of Members and approve the notice of AGM of the Company.</p> <p><i>(Draft Notice of AGM shall be placed in the meeting for approval).</i></p>  |
| <b>11.</b> | <p><b>To Approve the Appointment of Scrutinizer for the 37<sup>th</sup> Annual General Meeting (AGM) of the Company:</b></p> <p>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).</p>  |
| <b>12.</b> | <p><b>To Approve Conversion of the Warrants pursuant to the right exercised for Conversion of Fully Convertible Warrants at an issue price of Rs. 100/- (Rupees Hundred Only) having face value Rs. 10/- (Rupees Ten Only) and at a premium of Rs. 90/- (Rupees Ninety Only) on a Preferential Basis.</b></p> <p>The Board of Directors of the Company hereby informed that the Board in its meeting held on 28<sup>th</sup> June, 2023 had approved to Issue 10,50,000 (Ten Lakhs Fifty Thousand Only) Fully Convertible Warrants (“Warrants/Convertible Warrants”) into Equity Shares having face value Rs. 10/- (Rupees Ten Only) on a preferential and private placement basis to the Promoter and Promoter Group of the Company for Purchase of New Machinery and enhancing Company’s Current Equipment Base, Working Capital Requirement and General Corporate Purposes.</p> <p>In addition, the Company has received the approval from the members in the Extra-Ordinary General Meeting of the Company held on Friday 28<sup>th</sup> July 2023, and of the BSE Limited (‘BSE’) on Wednesday 09<sup>th</sup> August 2023.</p> <p>Accordingly, the Company circulated the offer cum application letter to all their identified Allottee on Friday 11<sup>th</sup> August, 2023 and the Company has received 25% of the total consideration as mentioned in the terms and conditions of the Offer cum application letter in accordance with the provisions of SEBI (ICDR) Regulations pursuant to which the Board of Directors of the Company has approved the allotment of the said warrants to the identified Allottee vide Circular Resolution dated 18<sup>th</sup> August, 2023.</p> <p>Further, the Board of Directors are informed that Jagmeet Singh Sabharwal have</p> |

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|            | exercised his right for the conversion of such Fully Convertible Warrants by making an application in writing along with the remittance of Rs. 5,32,50,000 (Rupees Five Crore Thirty-Two Lakhs Fifty Thousand Only) being 75% of the total consideration of the said Allottee.<br><br>The Board is requested to consider & approve the same. |
| <b>13.</b> | <b>Any other matters:</b>  |
|            | 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](mailto: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**