

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTIETH (30TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF UNITED VANDER HORST LIMITED WILL BE HELD ON FRIDAY, 22ND SEPTEMBER, 2017 AT 11:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT E - 29/30, MIDC, TALOJA, DIST-NAVI MUMBAI, NAVI MUMBAI – 410208, MAHARASHTRA, INDIA.

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and the Auditors thereon.

2. To appoint M/s. Chokshi and Co. LLP, Chartered Accountants, Mumbai (FRN:131228W/W100044) as statutory auditors of the Company and fix their remuneration and for that purpose to pass with or without modification (s) the following resolution, as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder and pursuant to the recommendations of Audit Committee and Board of Directors of the Company, M/s. Chokshi and Co. LLP, Chartered Accountants, Mumbai (FRN:131228W/W100044) be and is hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held for the financial year ended 31st March, 2022 in the Financial Year 2022-2023, subject to ratification by the members at every Annual General Meeting held hereafter at a remuneration and other terms as may be determined by the Audit Committee and Board of Directors of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to sign and execute all applications, documents, writings 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.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 152,160 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification (s) or re-enactment thereof for the time being in force, Mr. Akshay Ashokan Veliyil (DIN:07826136) who was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and whose term expires at the ensuing Annual General Meeting of the Company, notice in writing received from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized 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. To consider and, if thought fit, approve with or without modification(s) the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149,150,152,160 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof for the time being in force), Ms. Sonal Singh (DIN:01277322) who was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and whose term expires at the ensuing Annual General Meeting of the Company, in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director (Woman Director) of the Company to hold office up to August 2, 2022, be not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized 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. To consider and, if thought fit, approve with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152,160 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification (s) or re-enactment thereof for the time being in force, Mr. Jagmeet Singh Sabharwal (DIN:00270607) who was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 161 of the Companies Act,

2013 and whose term expires at the ensuing Annual General Meeting of the Company, notice in writing from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to provisions Section 196, 197, 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 reenactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof for the time being in force), Mr. Jagmeet Singh Sabharwal (DIN:00270607), Director of the Company be and is hereby appointed as Managing Director of the Company for a period of three years w.e.f. 18th August, 2017 to 17th August, 2020, liable to retire by rotation.

RESOLVED FURTHER THAT considering financial position of the Company, No remuneration shall be paid to Mr. Jagmeet Singh Sabharwal for the Financial Year 2017-18.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized 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 applications, documents, writings 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.”

6. To consider and, if thought fit, approve with or without modification(s) the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, (including any amendment thereto or reenactment thereof), consent of the shareholders of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall include any Committee thereof) to borrow such sums of money from time to time, with or without security, on such terms and conditions as it may consider fit notwithstanding that the amount to be borrowed together with amount already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of paid-up share capital and free reserves of the

Company, provided that the total amount that may be borrowed by the Board and outstanding at any point of time shall not exceed Rs. 70/- Crores (Rupees Seventy Crores Only)

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to execute all such documents, instruments as may be necessary or expedient to give effect to this resolution.”

7. To consider and, if thought fit, approve with or without modification(s) the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any amendment thereto or reenactment thereof) the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall include any Committee thereof) to create charges, hypothecations, mortgages/equitable mortgages, on movable and/or immovable properties of the Company, present and/or future, in favour of banks, financial institutions, trustees of the holders of debentures/bonds and/or other instruments, hire purchase/lease companies, body corporate or any other person/ on such terms and conditions as the Board may deem fit, towards security for borrowings of the Company from time to time, provided that the total amount at any point of time shall not exceed Rs. 70/- Crores (Rupees Seventy Crores Only)

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to execute all such documents, instruments as may be necessary or expedient to give effect to this resolution.”

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL ONLY, INSTEAD OF HIMSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING AT THE REGISTERED OFFICE OF THE COMPANY**

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVE TO ATTEND AND VOTE AT THE MEETING ARE REQUESTED TO ENSURE THAT THE AUTHORIZED REPRESENTATIVE CARRIES A DULY CERTIFIED TRUE COPY OF THE BOARD RESOLUTION, POWER OF ATTORNEY OR SUCH OTHER VALID AUTHORIZATIONS UNDER SECTION 113 OF THE {INDIAN} COMPANIES ACT, 2013, AUTHORIZING THEM TO ATTEND AND VOTE AT THE MEETING. IN TERMS OF THE PROVISIONS OF THE COMPANIES ACT, 2013, THE REPRESENTATIVES OF CORPORATE MEMBERS WITHOUT PROPER AUTHORIZATION, SUCH AS BOARD RESOLUTION OR POWER OF ATTORNEY OR SUCH OTHER VALID AUTHORIZATION, MAY NOT BE ABLE TO ATTEND THE MEETING.

2. Members/proxies should bring duly attendance slip sent herewith to attend the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 15th September, 2017 to 22nd September, 2017 (both days inclusive).
4. Members holding shares in physical form are requested to notify the change, if any, in their address and blank mandate details to the Registrar and Share Transfer Agent ('RTA'), Link Intime India Pvt. Ltd. at C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400083, Maharashtra, India.
5. Members are requested to bring their copy of the Annual Report to the Annual General Meeting (AGM).
6. 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.

7. Members seeking any information on the Accounts are requested to write to the Company, which should reach the Company at least one week before 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.
8. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the businesses under Item Nos. 3,4,5,6,7 of the Notice is Annexed hereto.
9. Members are requested to immediately intimate changes, if any, in their registered addresses along with pin code number to the Company. Members holding shares in dematerialized mode are requested to intimate the same to their respective Depository Participants.
10. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate risks associated with physical shares.
11. The Notice of the AGM along with the Annual Report 2016-17 physical copies is being sent by through permitted mode.
12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during (3.00 pm to 5.00 pm) on all working days except Saturday, up to and including the date of the Annual General Meeting of the Company.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
14. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
15. As on date of notice of 30th Annual General Meeting ('AGM'), the Company has total five directors. Out of that, three are Independent Directors (Mr. Sarbjit Singh Chaudhary (DIN 01259845), Mr. Pritam Singh Ichpanani (DIN: 02541679) & Ms. Sonal Singh (DIN: 01277322) who are not liable to retire by rotation. Further, remaining two directors i.e. Mr. Jagmeet Singh Sabharwal (DIN: 00270607) and Mr. Akshay Ashokan Veliyil (DIN: 07826136) are Additional Directors appointed in the month of May, 2017, who are not to be counted in the number of director(s) liable to retire by rotation at the AGM. Since, as on date of Notice of AGM, the Company does not have any director whose period of office is liable to determination by retirement of directors by rotation, hence, the said agenda item has not been included in the notice of 30th AGM.

16. Voting through electronic means:

In compliance with the provisions of Section 108 of the Act and the rules made there under, the Members are provided with the facility to cast their vote electronically, through the e-Voting Services provided by Central Depository Services (India) Limited (CDSL) on all resolutions set forth in this Notice.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 19th September, 2017 at 9:00 a.m. and ends on Thursday, 21st September, 2017 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 Friday, 15th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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.
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on **“SUBMIT”** tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **<Company Name>** on which you choose to vote.
- (xii) 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.

- (xiii) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on **“Click here to print”** option on the Voting page.
- (xvii) 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.
- (xviii) 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 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.
 - 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 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.
- (xix) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

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 Friday, 15th September, 2017.
- B) Mr. Rakesh Kapur, Practicing Company Secretary been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including voting by poll and the Ballot form received from the Members who do not have access to the e-voting process) in a fair transparent manner.
- C) 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. Friday, 15th September, 2017 may obtain the login ID and password by sending the request at the email id helpdesk.evoting@cDSLindia.com or to the Scrutinizer Mr. Rakesh Kapur at Flat No. 305, 3rd Floor, Tower – 1/B Dhiraj Enclave CHS, Khatau Mill Complex, Opp. BHOR, Borivali (East), Mumbai – 400066.
- D) The Scrutinizer shall, within a period not exceeding two days from the conclusion of the e-voting period shall make a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- E) Members who do not have access to remote e-voting facility may send duly completed Ballot Form (enclosed with the Notice) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, at Flat No. 305, 3rd Floor, Tower – 1/B Dhiraj Enclave CHS, Khatau Mill Complex, Opp. BHOR, Borivali (East), Mumbai – 400066 not later than Thursday, 21st September, 2017 (5.00 p.m.) Ballot Forms deposited in person or sent by post or courier at the expenses of the Member will also be accepted. Ballot form received after this date will be treated as invalid.
- F) The facility for voting through ballot paper 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 ballot paper.
- G) A Member can opt for only one mode of voting i.e. either through e-voting or by ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
- H) 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.

- I) The Scrutinizer shall after the conclusion of voting at the Annual General Meeting will 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 witness not in the employment of the Company and shall make, not later than two days of the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favor and 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 forthwith.
- J) The Results declared along with Scrutinizer's Report (s) will be available on the website of the Company (www.uvdhl.com) within two days of passing of resolutions and communication of the same to the BSE Limited.

Date : 21/08/2017
Place: Navi Mumbai

By Order of the Board of Directors
United Vander Horst Limited

SD/-

Jagmeet Singh Sabharwal
Managing Director
DIN: 00270607
Address: 1302, Ocean View, UNION
PARK PALI HILL, Khar (W)
Mumbai-400052, Maharashtra, India.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

Pursuant to Section 161 of the Companies Act, 2013 and rules made thereunder, Mr. Akshay Ashokan Veliyil (DIN:07826136) has been appointed as an Additional Non-Executive Director of the Company by the Board of Directors dated 20th May, 2017 and whose term expires at the ensuing Annual General Meeting of the Company and is eligible for appointment as a Director. Mr. Akshay Ashokan Veliyil is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and a member proposing his candidature for the office of the Director in terms of Section 160 of Companies Act, 2013 and has given his consent to act as Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Akshay Ashokan Veliyil as a Non-Executive Director liable to retire by rotation. Mr. Akshay Ashokan Veliyil will not be entitled for any remuneration except sitting fees for attending board meetings/committee meetings.

Except Mr. Akshay Ashokan Veliyil being appointee, 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:

Pursuant to Section 161 of the Companies Act, 2013 and rules made thereunder, Ms. Sonal Singh (DIN:01277322) has been appointed as an Additional Non - Executive Independent Woman Director of the Company by the Board of Directors dated 3rd August, 2017 and whose term expires at the ensuing Annual General Meeting of the Company and is eligible for appointment as a Director. Ms. Sonal Singh is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013. Further, the Company has received a notice in writing from a Member proposing candidature of Ms. Sonal Singh for the office of Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Ms. Sonal Singh as a Non-Executive Independent Director (Woman Director) not liable to retire by rotation up to August 2, 2022 with respect to Section 149 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof). Ms. Sonal Singh will not be entitled for any remuneration except sitting fees for attending board meetings/committee meetings.

Except Ms. Sonal Singh being appointee, 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:

Pursuant to Section 161 of the Companies Act, 2013 and rules made thereunder, Mr. Jagmeet Singh Sabharwal (DIN:00270607) has been appointed as an Additional Director of the Company by the Board of Directors dated 3rd May, 2017 and whose term expires at the ensuing Annual General Meeting of the Company. Mr. Jagmeet Singh Sabharwal is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and a member proposing his candidature for the office of the Director in terms of Section 160 of Companies Act, 2013 and has given his consent to act as Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Jagmeet Singh Sabharwal (DIN:00270607) as a Director, liable to retire by rotation.

The Members are further informed that, Mr. Jagmeet Singh Sabharwal was educated at a premier school in Mumbai, he holds Accounts degree from Mumbai University and a Diploma in Polymer Technology from London and has tremendous knowledge with huge industrial experience and he is Managing Director of Max Spare Limited which is from Sabharwal Group of Companies.

The Sabharwal Group of Companies is in the business of Oil seals, Hydraulic Cylinders, V-Belts & Transmissions which is very close to the main business activity of the Company. The Company is currently implementing a major project with the guidance and directions of Mr. Jagmeet Singh Sabharwal.

Taking in to Consideration his association and participation in day to day affairs, operation and management of the Company, the Board of Directors of the Company feels that to approve his candidature as Managing Director of the Company for a period of three years w.e.f. 18th August, 2017 to 17th August, 2020. Whereas, considering the current financial position of the Company, board of directors decided that no remuneration shall be paid by the Company to Mr. Jagmeet Singh Sabharwal for the Financial Year 2017-18.

In terms of pursuant to provisions of Section 196, 197, 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.

Except Mr. Jagmeet Singh Sabharwal being appointee and Ms. Rajpal Kaur Sabharwal relative (Mother) of 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. 5 of the accompanying Notice in the interests of the Company.

Item No. 6 & 7:

As per the provisions of Section 180 of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in the General Meeting by a Special Resolution, borrow the monies apart from temporary loans (loans viz., means loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature) obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the Paid-Up Share Capital and the Free Reserves of Company, that is to say, reserves not set apart for any specific purposes. Further the Board of Directors shall not dispose i.e. create charges, hypothecations, mortgages/equitable mortgages of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings except with the consent of the Company in the General Meeting by a special resolution under the provisions of Section 180 (1) (a) and Section 180 (1) (c) of the Companies Act, 2013, which were made effective from 12th September, 2013. The above powers can be exercised by the Board only with the consent of the Members obtained by a Special Resolutions.

Keeping in view of the Company's business requirements and its future growth plans, it is considered appropriate to increase the limit of borrowings. Your consent is therefore sought, to authorize the Board to borrow up to Rs. 70/- Crores (Rupees Seventy Crores Only) (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) as outstanding, at any time as set out in the resolution.

The aforesaid borrowing limit and to create charges, hypothecations, mortgages/equitable mortgages, on movable and/or immovable properties under section 180 (1) (a) it is proposed to be enhanced to such an extent that the sum(s) so borrowed under this resolution and remaining outstanding at any time shall not exceed in the aggregate of Rs. 70/- Crores (Rupees Seventy Crores Only) in excess of and in addition to the paid-up share capital and free reserves of the Company for the time being. Therefore members are requested to pass the necessary special resolutions as mentioned in the notice. It is, therefore, necessary for the Members to pass Special Resolutions under Section 180 (1) (a) and Section 180 (1) (c) and other applicable provisions of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolutions. The Board recommends the Special Resolutions set out at Item No. 6 & 7 of the accompanying Notice in the interests of the Company.

Date : 21/08/2017
Place: Navi Mumbai

By Order of the Board of Directors
United Vander Horst Limited

SD/-

Jagmeet Singh Sabharwal
Managing Director
DIN: 00270607
Address: 1302, Ocean View, UNION
PARK PALI HILL, Khar (W)
Mumbai-400052, Maharashtra, India.

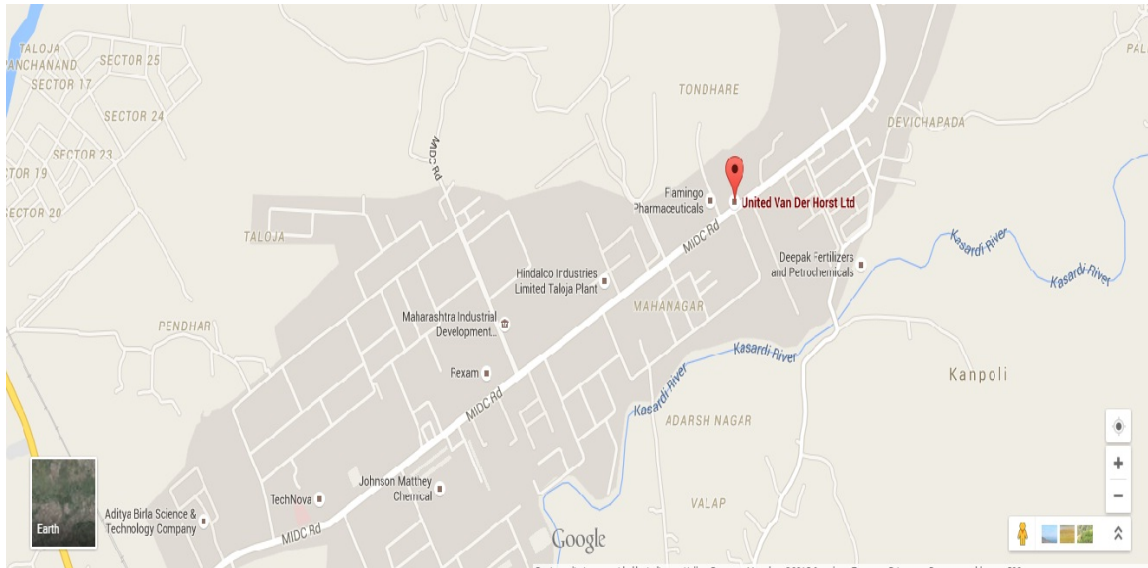
Details of Director (s) seeking appointment/re-appointment at the Annual general Meeting (pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of Secretarial Standard - 2):

Particulars	Jagmeet Singh Sabharwal	Sonal Singh	Akshay Ashokan Veliyil
Age	45 Years	45 Years	47 Years
Nature/Experience in functional area	18 Years in Oil seals, Hydraulic Cylinders, V-Belts & Transmissions.	17 Years in Hydraulic Cylinders, Engineering & Transmissions.	20 Years in Oil seals, Hydraulic Cylinders, V-Belts & Transmissions.
Qualification	Diploma in Polymer Technology from London	Bachelor of Commerce	Bachelor of Commerce
Terms and Condition of Appointment & Last Remuneration	Managing Director for Three Years from 18 th August, 2017 to 17 th August, 2020. Last Remuneration Drawn - Nil	Independent Director for Five Years from 3 rd August, 2017 to 2 nd August, 2022. Last Remuneration Drawn – Nil.	Director Last Remuneration Drawn – Nil.
Directorship in other Companies including Listed Company	Max Spare Limited Ring Plus Aqua Limited USS Hydraulics And Seals Private Limited Accolade Properties Private Limited Gowal Consulting Services Private Limited	Karamtara Agrotech Private Limited	Nil
Membership of Committees of other Companies including Listed Company (Audit Committee /Nomination Remuneration Committee/Stakeholders Relationship Committee)	Name of the Company: Max Spare Limited Committee: Nomination Remuneration Committee	Nil	Nil

No. of Shares held in the Company	417198	Nil	Nil
First Appointment by the Board	03/05/2017	03/08/2017	20/05/2017
Relationship with other Director, Manager & KMP	No Relation	No Relation	No Relation
Board Meeting attended (F.Y. 2016-17)	Not Applicable	Not Applicable	Not Applicable
Justification for appointment	-	<p>Ms. Sonal Singh, aged 45 Years, Bachelor of Commerce has huge experience in this Industry. She was serving as director of Karamtara Engineering Pvt. Ltd. for 17 Years and currently holding the position of director of Karamtara Agrotech Private Limited.</p> <p>Ms. Sonal Singh further not related (directly or indirectly) with the Company and its director(s), promoters & Key Managerial Personnel and also meets all the criteria to being appointed as Independent Director (Woman Director) of the Company under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Considering her huge experience of the Industry & criteria of Independent Director, the Board proposed her appointment for the approval of shareholders.</p>	-

Land Mark: DEEPAK FERTILISERS, TALOJA.

ROUTE MAP:



FORM NO MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN: L99999MH1987PLC044151

Name of the Company: United Vander Horst Limited

Regd. Office: E.29/30, MIDC, Talaja, Navi Mumbai - 410208

Email: kalpesh@uvdhl.com

Website: www.uvdhl.com

Tel. 022-2741 2728

Fax: 022-2741 2725/2741 0308

Name of the Member(s):	
Registered Address:	
E mail Id:	
Folio No / Client ID:	
DP ID:	

I / We, being the member(s) of shares of the above named company, hereby appoint:

Name: Address: or failing him

Name: Address: or failing him

Name: Address:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Friday, 22nd September, 2017 at 11.30 a.m. at the registered office of the Company situated at E.29/30, MIDC, Talaja, Navi Mumbai - 410208 and at any adjournment thereof in respect of the such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
Ordinary Business			
1	To consider and adopt the Balance Sheet as at 31 st March, 2017 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.		
2.	To appoint M/s. Chokshi and Co. LLP, Chartered Accountants, Mumbai (FRN:131228W/W100044) as statutory auditors of the Company and fix their remuneration.		
Special Busines			
3.	To appoint Mr. Akshay Ashokan Veliyil (DIN: 07826136) as Director of the Company.		
4.	To appoint Ms. Sonal Singh (DIN: 01277322) as Independent Director of the Company.		
5.	To appoint Mr. Jagmeet Singh Sabharwal (DIN: 00270607) as Managing Director of the Company.		
6.	To authorize the Board of Directors of the Company to borrow money in excess of Paid up Share Capital and free reserves of the Company for an amount not exceeding of Rs. 70/- Crores (Rupees Seventy Crores Only).		
7.	To authorize the Board of Directors of the Company to create charges on assets of the Company for an amount not exceeding of Rs. 70/- Crores (Rupees Seventy Crores Only).		

Signed this _____ day of _____, 2017.

Signature of the Shareholder. _____

Signature of Proxy holder(s). _____

**Please affix the
Revenue
Stamp of Re. 1**

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

United Vander Horst Limited

CIN: L99999MH1987PLC044151

Regd. Office: E.29/30, MIDC, Taloja, Navi Mumbai - 410208

Tel. 022-2741 2728: Fax: 022-2741 2725/2741 0308 Website: www.uvdhl.com

THIRTIETH (30th) ANNUAL GENERAL MEETING

Please fill this attendance slip and hand it over at the entrance of the venue of the meeting.

Name	
Address	
No. of Shares held	
DP ID No.	
Client Id No	
Regd. Folio No	

I certify that I am a member/ proxy / authorized representative for the member of the Company.

I hereby record my presence at the Thirtieth Annual General Meeting of United Vander Horst Limited on Friday, 22nd September, 2017 at 11:30 a.m. at the registered office of the Company situated at E.29/30, MIDC, Taloja, Navi Mumbai - 410208.

Name of the Member / proxy (in block letters)

Signature of the Member / Proxy

United Vander Horst Limited

CIN: L99999MH1987PLC044151

Regd. Office: E.29/30, MIDC, Taloja, Navi Mumbai - 410208

Tel. 022-2741 2728: Fax: 022-2741 2725/2741 0308 Website: www.uvdhl.com

BALLOT FORM

(To be returned to scrutinizer appointed by United Vander Horst Limited "The Company")

1. Name(s) of Member(s)
(including joint-holders, if any)

2. Registered Folio No. /
DPID No. / Client Id No.*
(*Applicable to Members holding shares in dematerialized form)

3. Number of Shares Held:

4. **I/We hereby exercise my/our vote in respect of the Ordinary/Special Resolution(s) enumerated below by recording my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:**

Item No.	Description	Type of resolution (Ordinary / Special)	No. of Share(s)	I/We assent to the resolution (For)	I/We dissent to the resolution (For)
1.	To consider and adopt the Balance Sheet as at 31 st March, 2017 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.	Ordinary			
2.	To appoint M/s. Chokshi and Co. LLP, Chartered Accountants, Mumbai (FRN:131228W/W100044) as statutory auditors of the Company and fix their remuneration.	Ordinary			

3.	To appoint Mr. Akshay Ashokan Veliyil (DIN: 07826136) as Director of the Company.	Ordinary			
4.	To appoint Ms. Sonal Singh (DIN: 01277322) as Independent Director of the Company.	Ordinary			
5.	To appoint Mr. Jagmeet Singh Sabharwal (DIN: 00270607) as Managing Director of the Company.	Ordinary			
6.	To authorize the Board of Directors of the Company to borrow money in excess of Paid up Share Capital and free reserves of the Company for an amount not exceeding of Rs. 70/- Crores (Rupees Seventy Crores Only).	Special			
7.	To authorize the Board of Directors of the Company to create charges on assets of the Company for an amount not exceeding of Rs. 70/- Crores (Rupees Seventy Crores Only).	Special			

Place:

Date:

(Signature of Member / Beneficial Official Owner)

E mail: _____ **Tel No.** _____

Note: Please read the instructions printed overleaf carefully before exercising your vote.s

INSTRUCTIONS:

1. A Shareholder(s) desiring to exercise vote by Ballot may complete this Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Ballot Notice sent herewith.
3. Consent must be accorded by either placing a tick mark (✓) in the appropriate column in the Ballot form. This Form should be completed and signed by the Shareholder(s) (as per the specimen signature registered/recorded with the Company/Depository Participants/RTA. In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
4. Duly completed Ballot Form should reach the Scrutinizer not later than Thursday, 21st September, 2017 by 5:00 P.M. All Ballot Forms received after this date will be strictly treated as if the reply from Shareholder(s) has not been received.
5. A Shareholder may request for a duplicate Ballot Form, if so required. However, the duly completed duplicate Ballot form should reach the Scrutinizer not later than Thursday, 21st September, 2017 by 5:00 P.M.
6. There will be only one Ballot Form for every folio/Client ID irrespective of the number of joint Shareholder(s).
7. In case of shares held by companies, trusts, societies etc. the duly completed Ballot Form should be accompanied by a certified true copy of Board resolution/Power of Attorney/ authority letter/attested specimen signatures, etc.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on Friday, 15th September, 2017.
9. Shareholders are requested not to send any other paper along with the Ballot Form in the enclosed self-addressed postage pre-paid envelope, in as much as, all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. The Scrutinizer's decision on the validity of a Ballot will be final and binding.
11. Incomplete, unsigned or incorrect Ballot Forms will be rejected.
12. The result of the Ballot will be posted on the website of the Company.
