



UNITED VAN DER HORST LTD.

**28th Annual Report
2014-2015**

BOARD OF DIRECTORS

Inderpal Singh Sabharwal	- Chairman and Managing Director
Vijaychand Sambre	- Director
Sarbjit Singh Chaudhary	- Director
Pritam Singh Ichpanani	- Director
Rubina Sabharwal	- Director
Baljeet Kaur Mehra	- CFO

BANKERS

State Bank of India, Taloja, Navi Mumbai

AUDITORS

M/s Chokshi & Chokshi LLP
Chartered Accountants,
(FRN - 101872W/W100045).

REGISTRAR & TRANSFER AGENTS

M/s. Link Intime India Pvt Ltd.
C-13, Pannalal Silk Mills Compound,
L. B. S. Marg, Bhandup West,
Mumbai – 400 078
Tel: +91 22 - 25963838
Fax: +91 22 - 25962691
E-mail: rnt.helpdesk@linkintime.co.in

REGISTERED OFFICE & WORKS

E-29/30, MIDC,
Taloja,
Dist-Navi Mumbai,
Opp. Deepak Fertilisers,
Navi Mumbai – 410 208.

ANNUAL GENERAL MEETING

on Tuesday
29th September, 2015
at 9:30 A.M.

at
E-29/30, MIDC, Taloja,
Dist-Navi Mumbai,
Opp. Deepak Fertilisers,
Navi Mumbai – 410208.

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NOTICE IS HEREBY GIVEN THAT THE TWENTY EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF UNITED VANDER HORST LIMITED WILL BE HELD ON TUESDAY, 29TH SEPTEMBER, 2015 AT 09:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT E-29/30, MIDC, TALOJA, DIST-NAVI MUMBAI, OPP. DEEPAK FERTILISERS, NAVI MUMBAI – 410208.

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Director in place of Mr. Inderpal Singh Sabharwal (holding DIN: 00359315), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To ratify the appointment of M/s. Chokshi & Chokshi LLP (FRN.101872W/W100045) as the Statutory Auditor 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 and other applicable provisions of the Companies Act, 2013, if any, and the Rules made there under and further pursuant to the resolution passed by the Members of the Company at the AGM held on 29th September, 2014, the appointment of M/s. Chokshi & Chokshi LLP, Chartered Accountants, (FRN - 101872W/W100045) as the Statutory Auditors of the Company to hold office till the conclusion of second consecutive annual General Meeting i.e. for the financial year ended 31st March, 2017 be and is hereby ratified and Audit Committee and the Board of Directors be and is hereby authorized to fix the remuneration payable to them.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to section 14 of Companies Act, 2013 read with rules made there under and other applicable provisions if any of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), consent of the shareholders of the company be and is hereby accorded to replace existing Articles of Association of the Company with a new set of Articles of Association, a copy of which is placed before the meeting and duly initialed by the Chairman of the Meeting for the purpose of identification and that the regulations contained in the new set of Articles be and are hereby approved and adopted as the Article of Association of the Company.”

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 160 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Mrs. Rubina Inderpal Sabharwal who was appointed as an Additional Director of the Company and whose term expires at the ensuing Annual General Meeting or the last day, on which the Annual General Meeting should have been held and the notice in writing was received from her

proposing her own 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 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) Mrs. Rubina Inderpal Sabharwal, Director be and is hereby appointed as Whole-time Director of the Company for a period of three years w.e.f. 1st September, 2015 to 31st August, 2018 on a remuneration not exceeding in the aggregate of Rs. 1,00,000 (One Lakh) per month, notwithstanding the fact that in any financial year the Company's profits made are inadequate.

RESOLVED FURTHER THAT within the maximum limits allowed of Rs. 12,00,000/- (Twelve Lakhs) per annum i.e. Rs. 1,00,000/- per month, the actual remuneration, its components and periodicity may be fixed or varied for each financial year by the Board of Directors of the Company and it shall not exceed the maximum permissible limit as per Schedule V, Part II, Section II, clause (A) of the Companies Act, 2013.

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 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 Ordinary Resolution:

"RESOLVED THAT pursuant to provisions Section 196, 197, 203 and read with Schedule V 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) consent of shareholders of the Company be and is hereby accorded for the appointment of Mr. Inderpal Singh Sabharwal, as Chairman & Managing Director of the Company for three years w.e.f. 14th August, 2015 to 12th August, 2018 on a remuneration not exceeding in the aggregate of Rs. 2,50,000 (Two Lakhs Fifty Thousand) per month, notwithstanding the fact that in any financial year the Company's profits made are inadequate.

RESOLVED FURTHER THAT within the maximum limits allowed of Rs. 30,00,000/- (Thirty Lakhs) per annum i.e. Rs. 250,000/- per month, the actual remuneration, its components and periodicity may be fixed or varied for each financial year by the Board of Directors of the Company and it shall not exceed the maximum permissible limit as per Schedule V, Part II, Section II, clause (A) of the Companies Act, 2013.

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 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 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)(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 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 capital and free reserves provided that the total amount that may be borrowed by the Board and outstanding at any point of time shall not exceed Rs.7.5/- Crores (Rupees Seven Crores Fifty Lakhs 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."

8. 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 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.7.5/- Crores (Rupees Seven Crores Fifty Lakhs 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."

By Order of the Board of Directors
United Vander Horst Limited

SD/-
INDERPAL SINGH SABHARWAL
MANAGING DIRECTOR
DIN: 00359315

ADDRESS: Flat No-2C, 2nd Floor,
Hill Top Bldg., 49-49A Pali Hill,
Bandra (W), Mumbai - 400050

Date : 31/08/2015
Place : Navi Mumbai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETINGS 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.

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

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 22nd September, 2015 to 29th September, 2015 (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, Link Intime India Pvt. Ltd, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400078.
5. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
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. 4, 5, 6, 7 & 8 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 2014-15 are being sent by the 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. 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 e-voting are as under:

- (i) The voting period begins on Saturday, 26th September, 2015, 10.00 A.M. and ends on Monday, 28th September, 2015, 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 22nd September, 2015, 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*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 Address Stickers.
DOB#	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.

(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 Custodian

- 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 22nd September, 2015.
- B) Mr. Saurabh Agarwal, 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. 22nd September, 2015 may obtain the login ID and password by sending the request at the email id saurabhgrwl88@gmail.com or to the Scrutinizer Mr. Saurabh Agarwal at 803/804, 9th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai-400080.
- D) 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
- E) The Scrutinizer shall, within a period not exceeding three working 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.
- F) 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 803/804, 9th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai - 400 080, not later than 28th September 2015 (5.00p.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.
- G) 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.
- H) 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.

- I) 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.
- J) 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 2 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 authorised by him in writing , who shall countersign the same and declare the result of the voting forthwith.
- K) 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.

By Order of the Board of Directors
United Vander Horst Limited

SD/-
INDERPAL SINGH SABHARWAL
MANAGING DIRECTOR
DIN: 00359315
ADDRESS: Flat No-2C, 2nd Floor,
Hill Top Bldg., 49-49A Pali Hill,
Bandra (W), Mumbai- 400050

Date : 31/08/2015
Place: Navi Mumbai