



31st Annual Report 2017-2018

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

**Now Actively trading on BSE
Max Spare Group Company (Winner of Top 100 SME Companies)**

BOARD OF DIRECTORS

Mr. Jagmeet Singh Sabharwal	- Chairman & Managing Director
Mr. Akshay Veliyil	- Non-Executive Director
Mr. Sarbjit Singh Chaudhary	- Independent Director
Ms. Sonal Singh	- Independent Director
Mr. Kalpesh Shah	- Chief Financial Officer
Mr. Dharan Gudhka	- Company Secretary

AUDITORS

M/s. Chokshi and Co. LLP,
Chartered Accountants

INTERNAL AUDITORS

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

SECRETARIAL AUDITORS

M/s. Nitin Sharma & Associates
Company Secretaries

CORPORATE LAWS ADVISORS

M/s. AVS & Associates
Company Secretaries

BANKERS

Axis Bank Limited
State Bank of India

REGISTERED OFFICE & PLANT:

United Van Der Horst Limited
E.29/30, MIDC, Talaja,
Navi Mumbai - 410208
Email: Info@uvdhl.com
Tel No (022)-27412728
Web:www.uvdhl.com

ANNUAL GENERAL MEETING

on Friday
21st September, 2018
at 9:30 A.M.
at
E-29/30, MIDC, Talaja,
Dist-Navi Mumbai,
Opp. Deepak Fertilisers,
Navi Mumbai – 410208.

REGISTRARS & SHARE TRANSFER AGENTS

M/s. Link Intime India Pvt. Ltd.
C 101, 247 Park, L B S Marg,
Vikhroli (West), Mumbai - 400083
Tel No: +91 22 49186000.
Fax: +91 22 49186060
E-mail: rnt.helpdesk@linkintime.co.in
Web: www.linkintime.co.in

SHARES LISTED AT :

Stock Exchange-BSE Limited

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF UNITED VAN DER HORST LIMITED WILL BE HELD ON FRIDAY, 21ST SEPTEMBER, 2018 AT 9:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT E-29/30, MIDC, TALOJA, NAVI MUMBAI – 410208, RAIGAD, MAHARASHTRA, INDIA.

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Director in place of Mr. Jagmeet Singh Sabharwal (DIN:00270607), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

“RESOLVED THAT In partial modification of the resolution passed at the 30th Annual General Meeting of the Company held on 22nd September, 2017 (Adjourned on 29th September, 2017) for appointment and remuneration payable to Mr. Jagmeet Singh Sabharwal, Chairman & Managing Director (DIN: 00270607) for a period of three years w.e.f. 18th August, 2017 to 17th August, 2020 and pursuant to the applicable provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”) and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), if any, and in terms of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to such approvals, permissions and sanctions as may be required, considering the financial position of the Company, No remuneration shall be paid to Mr. Jagmeet Singh Sabharwal, Chairman & Managing Director of the Company for the financial year 2018-19 and 2019-2020 (“Years”).

RESOLVED FURTHER THAT during the above years, the Board of Directors of the Company be and is hereby authorized (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter, vary, revise, the above mentioned remuneration from time to time and it shall not exceed the maximum permissible limit as per Schedule V, Part II, Section II of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby 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.”

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 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 MEMBER. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY AS APPLICABLE. THE PROXY-HOLDER SHALL PROVE HIS/HER IDENTITY AT THE TIME OF ATTENDING THE MEETING.

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 RESOLUTION UNDER SECTION 113 OF THE 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, MAY NOT BE ABLE TO ATTEND THE MEETING.

2. M/s. Chokshi and Co. LLP, Chartered Accountants, Mumbai (FRN:131228W/W100044), were appointed as Statutory Auditors of the Company at the 30th Annual General Meeting of the Company held on 22nd September, 2017 (Adjourned on 29th September, 2017) from the conclusion of 30th 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. Pursuant to notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Companies Act, 2013 and the rules made thereunder, the mandatory requirement for ratification of appointment of Statutory Auditors by the Members at every Annual General Meeting ("AGM") has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.
3. Members/proxies should bring duly attendance slip sent herewith to attend the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 14th September, 2018 to 21st September, 2018 (both days inclusive).
5. 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.
6. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013. Members desiring to avail

of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Link Intime India Pvt. Ltd. at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

7. Members are requested to bring their copy of the Annual Report to the Annual General Meeting (AGM).
8. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/Real Time Gross Settlement (RTGS)/Direct Credit, etc.
9. As directed by SEBI, the Members holding shares in physical form are requested to submit particulars of their bank account alongwith the original cancelled cheque bearing the name of the Member to Link Intime India Pvt. Ltd./Company to update their Bank Account Details.
10. Members holding shares in demat form are requested to update their Bank Account details with their respective Depository Participant. The Company or Link Intime India Pvt. Ltd cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.
11. SEBI has decided that securities of listed companies can be transferred only in dematerialized form from December 5, 2018. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialize the shares held by them in physical form.
12. 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.
13. 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.
14. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the businesses under Item No. 3 of the Notice is Annexed hereto.
15. 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.
16. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate risks associated with physical shares.
17. The Notice of the AGM along with the Annual Report 2017-18 physical/electronic copy is being sent by through permitted mode.

18. 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 p.m. to 5.00 p.m.) on all working days except Saturday up to and including the date of the Annual General Meeting of the Company.
19. 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.
20. 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.
21. The Company has got In-Principle Approval of BSE Limited for revocation of suspension in trading of equity shares of the Company and trading of equity shares of the Company has been started from May 30, 2018.

22. 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, 18th September, 2018 at 10:00 a.m. and ends on Thursday, 20th September, 2018 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, 14th September, 2018, 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 180823054 <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 Friday, 14th September, 2018.
- B) Mr. Shashank Ghaisas, Partner of M/s. AVS & Associates, Practicing Company Secretaries (Membership No.40386) has been appointed as the Scrutinizer to scrutinize the voting process (e-voting and poll) in a fair and 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, 14th September, 2018 may obtain the login ID and password by sending the request at the email id helpdesk.evoting@cdslindia.com or to the Scrutinizer Mr. Shashank Ghaisas at Office No.4, Harmony CHS, Gandhi Nagar, Dombivli (East) - 421201.
- D) The Scrutinizer shall, within a period not exceeding two days from the conclusion of AGM shall make a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- E) The facility for voting through Polling 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 polling paper.
- F) A Member can opt for only one mode of voting i.e. either through e-voting or by poll. If a Member casts votes by both modes, then voting done through e-voting shall prevail and polling paper shall be treated as invalid.
- G) 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 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 Van Der Horst Limited

SD/-
Jagmeet Singh Sabharwal
Chairman & Managing Director
DIN: 00270607
Address: C/O - E.29/30, MIDC,
Taloja, Navi Mumbai - 410208

Date : 14/08/2018
Place: Mumbai

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 3:**

Mr. Jagmeet Singh Sabharwal (DIN: 00270607) was appointed as Managing Director of the Company in 30th Annual General Meeting held on 22nd September, 2017 (Adjourned on 29th September, 2017) for the period of three years w.e.f. 18th August, 2017 to 17th August, 2020, liable to retire by rotation with no remuneration for the financial year 2017-18.

Currently, the Company is performing better than its previous financial years, but considering fund requirements for management of day to day expenses, business operations and fulfillment of working capital of the Company and after having detailed discussion with Mr. Jagmeet Singh Sabharwal, the nomination and remuneration committee of the Company has recommended and subsequently the Board of Directors has approved and proposed that No remuneration shall be paid to Mr. Jagmeet Singh Sabharwal, Chairman & Managing Director of the Company for the financial year 2018-19 and 2019-2020.

In terms of pursuant to provisions of Section 196, 197, 198 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 modification in remuneration requires approval of members of the Company in form of Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

Except Mr. Jagmeet Singh Sabharwal, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution.

The Board recommends the Special Resolution set out at Item No. 3 of the accompanying Notice in the interests of the Company.

By Order of the Board of Directors
United Van Der Horst Limited

SD/-
Jagmeet Singh Sabharwal
Chairman & Managing Director
DIN: 00270607
Address: C/O - E.29/30, MIDC, Taloja,
Navi Mumbai - 410208

Date : 14/08/2018
Place: Mumbai