

# UDDHAV PROPERTIES LIMITED

Regd. Office: S-9, Ist Floor, Okhla Industrial Area, Phase – II, New Delhi-110020

Email id:uddhavproperties@gmail.com, Phone No. (011) 41638121

CIN No. L7010DL1982PLC014024

## ANNUAL REPORT 2014-15

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### **BOARD OF DIRECTORS**

Shri G. S. Poddar	Director & CFO
Shri Uddhav Poddar	Managing Director
Shri Bishnu Kumar Agarwal	Director
Shri Varun Kumar Guliani	Director
Ms. Sunita Rana	Director

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### **REGISTERED OFFICE**

S-9, Okhla Industrial Area,  
Ist Floor, Phase- II,  
New Delhi-110020

### **BANKERS**

HDFC BANK LTD  
AXIS BANK LTD

### **STATUTORY AUDITORS**

Saluja & Associates  
69, Deshbandhu Gupta Road,  
Paharganj,  
New Delhi-110055.

### **INTERNAL AUDITORS**

G.K.Rohra & Co.  
A-26, Parjit Apartment,  
West Enclave,  
Pitampura,  
New Delhi-110034

### **REGISTRAR & TRANSFER AGENTS**

M/s Skyline Financial Services Pvt. Ltd.  
D-153A, Ist Floor, Okhla Industrial Area,  
Phase-1, New Delhi-110020  
Ph. No. (011) 26812682-83  
Email id: admin@skylinerta.com



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## NOTICE TO THE MEMBERS

**NOTICE** is hereby given that the 33<sup>rd</sup> Annual General Meeting of the Members of Uddhav Properties Ltd. will be held on Wednesday, the 30<sup>th</sup> September, 2015 at 11.00 A.M at the Registered Office of the Company at S-9, Okhla Industrial Area, Phase-II, 1st Floor, New Delhi-110020 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2015, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Gauri Shankar Poddar, who retires by rotation, and being eligible offers himself for reappointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Saluja & Associates, Chartered Accountants (Firm Registration No. **000148N**), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2015-16 on such remuneration as may be determined by the Board of Directors."

### SPECIAL BUSINESS

4. **Appointment of Ms. Sunita Rana (DIN: 01526248) as an Independent Director**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of section 149, 150, 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Companies (Appointment and Qualification of Directors) Rules, 2014 and clause 49 of the Listing Agreement, amended up to the date, Ms. Sunita Rana (DIN: 01526248) a non-executive additional Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for five consecutive years for a term up to the conclusion of the 38<sup>th</sup> Annual General Meeting of the Company in the Calendar Year 2020."

PLACE: New Delhi  
DATE: 25.05.2015

By Order of the Board

  
(G.S.Poddar)  
Director



## NOTES

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.  
  
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.
3. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
4. 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.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 23<sup>rd</sup> September, 2015 to 30<sup>th</sup> September, 2015 (both days inclusive).
6. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
7. 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.
8. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
9. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
10. No dividend has been declared so no dividend has been transferred to the Investor Education and Protection Fund (IEPF) constituted Under Section 205 (C) of the Companies Act, 1956.
11. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

The members are requested to get their shares dematerialized. The company's ISIN Code INE162S01012.



12. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to [admin@skylinerta.com](mailto:admin@skylinerta.com)

The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

13. **Voting through electronic means.**

- (a) In accordance with the provision of section 108 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the shareholders may exercise their option to participate through electronic voting system and the company is providing the facility for voting by electronic means (e-voting) to all its members. The company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this e-voting facility is optional. This facility will be available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) during the following voting period:

Commencement of e-voting : From **10.00 A.M on 27.09.2015**  
End of e-voting : Up to **6.00 P.M on 29.09.2015**

During the E-voting period, the shareholders of the company, holding shares either in physical form or dematerialized form, as on the closing of business hours of the cutoff date, may cast their vote electronically. The cut-off date for eligibility for e-voting is **21<sup>st</sup> August, 2015.**

- (b) The company has appointed Mr. Maneesh Gupta, (FCS 4982) Practicing Company Secretary as 'scrutinizer' for conducting and scrutinizing the e-voting process in a fair and transparent manner.
- (c) The login ID and password for e-voting are being sent to the members, who have not registered their e-mail IDs with the company, along with physical copy of the notice. Those members who have registered their e-mail IDs with the company / their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail.
- (d) "Voting by electronic means" or "electronic voting system" means a 'secured system' based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercise by way of electronic means gets registered and counted in an electronic registry in the centralized server with adequate 'cyber security'.

It also helps the shareholders to cast their vote from anywhere and at any time during E-voting period.



14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
15. Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company and those Members who hold shares singly in dematerialized form are advised to make a nomination through their Depository Participants. The nomination form can be collected from our RTA

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item No. 4

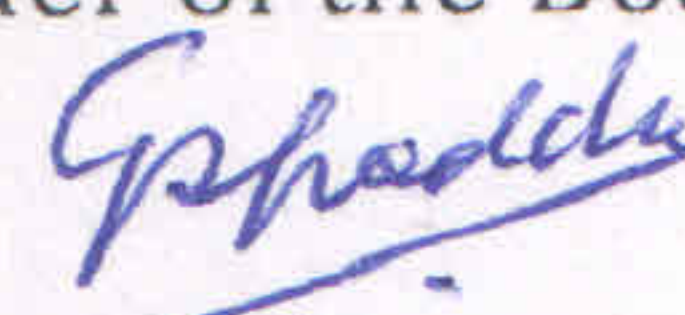
##### **ITEM NO. 4**

Ms. Sunita Rana (DIN: 01526248) was appointed as an additional Director in term 5 of Article 81 of the Articles of Association of the Company by the Board of Directors of the Company in their meeting held on 24.03.2015 and holds office till the conclusion of the ensuing Annual General Meeting. The Company has received a proposal from a member in writing proposing the appointment of Ms. Sunita Rana (DIN: 01526248) as an independent Director.

Ms. Sunita Rana is a Graduate and MBA and is not holding any shares in the Company. None of the Directors or Key Managerial personnel of the Company and their relative is concerned or interested in this resolution.

By Order of the Board

PLACE: New Delhi  
DATE: 25.05.2015

  
(G.S. Poddar)  
Director



## DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting their 33<sup>rd</sup> Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2015.

### 1. **Financial Results and operations.**

During the year under review the Company had a turnover of Rs. 16.26 lacs (previous year Rs. 16.55 lacs) and earned an after tax profit of Rs. 0.34 lacs against loss of Rs. 0.72 lacs last year.

### 2. **Change in the nature of business, if any**

There is no change in the nature of business during the year under review.

### 3. **Dividend**

Since the Company made a nominal profit during the year, hence your Directors do not recommend any dividend.

### 4. **Reserves**

No amount being transferred to Reserves during the year.

### 5. **Change of Name**

The Company has not changed its name during the period under review.

### **ISSUE OF SHARES WITH DIFFERENTIAL RIGHTS**

The Company has not issued any share with differential rights under the provision of Section 43 read with Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014.

### **ISSUE OF SWEAT EQUITY SHARE**

The Company has not issued any Sweat Equity Share under the provision of Section 54 read with Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014.

### 6. **Directors and Key Managerial Personnel**

Category	No. of directors
Non-Executive & Independent Directors	3
Other Non-Executive Directors	0
Executive Director (CEO & Managing Director)	2
Total	5

The Chairman of the Board is an Executive Director.



Mr. Gauri Shankar Poddar, Director, retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment.

During the year, Mr. Varun Ashok Guliani and Mr. B.K. Agarwal have been appointed as Independent Directors of the Company for term of 5 years. Further, Ms. Sunita Rana was appointed as an Additional Director on 24.03.2015 as Woman Director - Independent and hold office up to the ensuing Annual General Meeting and being eligible, the Board recommends for her appointment.

Mr. Pradeep Kumar Ray, Gauri Shankar Poddar and Mr. Uddhav Poddar have been appointed as Company Secretary- cum- Compliance Officer (KMP), Chief Financial Officer, and Managing Director of the Company with effect from 01.09.2014, 09.03.2015 and 09.03.2015 respectively.

## **7. Particulars of Employees**

Pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, statement of particulars of employees is annexed as **Annexure I**.

## **8. Board Meetings**

During the year twenty three Board Meetings and five Audit Committee Meetings were convened and held. The details are given in the Corporate Governance Report.

## **9. Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration.

## **10. Independent Directors' Meeting**

During the year under review, the Independent Directors met on 9<sup>th</sup> March 2015, inter alia, to discuss:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- All the Independent Directors were present at the Meeting.

## **11. Declaration by an Independent Director(s) and re- appointment, if any**

Independent Directors have submitted declarations to the Company that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

## **12. Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

## **13. Details of Subsidiary/Joint Ventures/Associate Companies**

The Company has no subsidiary or joint venture or associate company.



#### **14. AUDITORS:**

The Auditors, M/s Saluja & Associates., Chartered Accountants, New Delhi retire at the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment for a period of 1 year from the conclusion of this Annual General Meeting till the conclusion of next AGM.

#### **15. AUDITORS' REPORT**

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

#### **16. Disclosure about Cost Audit**

As per the Cost Audit Orders, Cost Audit is not applicable to the Company.

#### **17. Secretarial Audit Report**

In terms of Section 204 of the Act and Rules made there under, M/s. Mukesh Agarwal & Co, Practicing Company Secretary have been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as **Annexure II** to this report. The report is self explanatory and the Board has nothing further to add.

#### **18. Internal Audit & Controls**

The Company has appointed M/s G.K. Rohra & Co. as its Internal Auditors. During the year, the Company implemented their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas.

#### **19. Vigil Mechanism :**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.uddhavpropertiesltd.com](http://www.uddhavpropertiesltd.com) under compliance of the listing agreement.

#### **20. Risk management policy:**

Risk management policy is not applicable to the Company.

#### **21. EXTRACT OF ANNUAL RETURN:**

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report as **ANNEXURE III**.

#### **22. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report**

There is no material changes and commitments affecting the financial position of the company between the end of the financial year of the company to which the financial statements relate and the date of the report.

#### **23. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future**

No such orders had been passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.



**24. Details in respect of adequacy of internal financial controls with reference to the Financial Statements.**

The audit committee periodically review internal control system which are designated to assured that the overhead level are reduced to the minimum.

**25. Deposits**

No deposits have been received by the Company under Chapter V of the Companies Act, 2013.

**26. Particulars of loans, guarantees or investments under section 186**

No loans, guarantees and investment has been granted by the Company during the financial year.

**27. Particulars of contracts or arrangements with related parties:**

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto shall be disclosed in Form No. AOC-2. as ANNEXURE IV.

**28. Corporate Governance Certificate**

The provision of Corporate Governance Certificate is not applicable to the Company.

**29. MANAGEMENT DISCUSSION AND ANALYSIS**

The Management Discussion and Analysis forms part of this Annual Report for the year ended 31st March, 2015. ANNEXURE V.

**30. STATUTORY DISCLOSURES**

The Company has no employee coming under the purview of Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended,

**31. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable to our Company as the no. of employee is below 10.

**32. Conservation of energy, technology absorption and foreign exchange earnings and outgo**

The Company has nothing to report under this heading as the Company is not presently involved in manufacturing or processing activities.

**Foreign exchange earnings and Outgo**

Foreign exchange earnings during the year- Nil

Foreign exchange spent during the year- Nil

**33. Human Resource**

Industrial Relation during the year under review, where cordial and peaceful.

**34. Directors' Responsibility Statement**

The Board of Directors pursuant to clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, state that—



- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them 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 at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **35. Transfer of Amounts to Investor Education and Protection Fund**

The Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

### **36. LISTING WITH STOCK EXCHANGES:**

The Company confirms that it has paid the Annual Listing Fees for the year 2015-2016 to Metropolitan Stock Exchange of India Ltd. where the Company's Shares are listed.

### **37. CODE OF CONDUCT**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees. The Code has been posted on the Company's website [www.uddhavpropertiesltd.com](http://www.uddhavpropertiesltd.com).

### **38. PREVENTION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Director of the Company is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

### **39. Corporate Governance**

Your Company is committed to maintain the highest standards of Corporate Governance. The Directors adhere to the requirements set out by the Securities and Exchange Board of India's Corporate Governance practices and have implemented the stipulations prescribed. The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report.

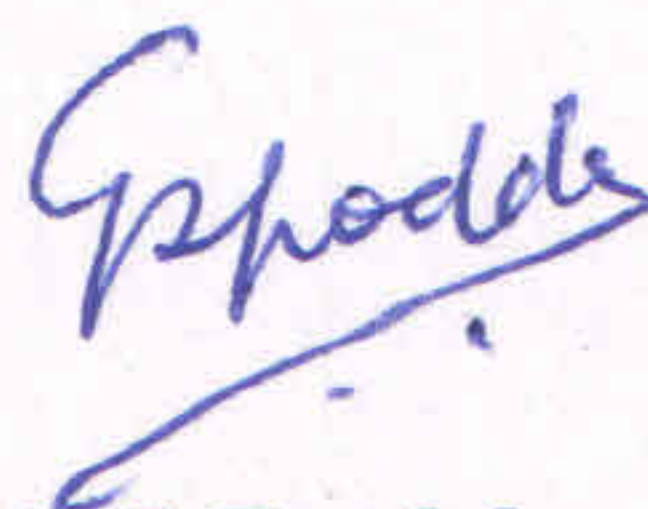
The requisite Certificate from the Auditors of the Company, confirming compliance with the condition of Corporate Governance as stipulated under the aforesaid Clause 49, is annexed to this Report.



#### **40. Acknowledgements**

The Directors would like to express their appreciation for the continued confidence reposed in them by the shareholders of the Company and look forward to their continued support.

**For and on behalf of the Board of Directors**



**(G.S. Poddar)**  
**Director**



**(Uddhav Poddar)**  
**Director**

**Place: New Delhi**

**Date: 25.05.2015**



## Annexure - I

### Statement of Particulars of employees pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

<u>Sl. No.</u>	<u>N a m e</u>	<u>Designation/ Nature of Duties</u>	<u>Remuneration Received [Rs.]</u>	<u>Qualification</u>	<u>Experience in years</u>	<u>Age in years</u>	<u>Date of commencement of employment</u>	<u>Last employment held</u>
<u>1</u>	<u>2</u>	<u>3</u>	<u>4</u>	<u>5</u>	<u>6</u>	<u>7</u>	<u>8</u>	<u>9</u>
<u>1</u>	<u>Prad eep Kum ar Ray</u>	<u>CS</u>	<u>74194</u>	<u>CS, LL.B. MBA</u>	<u>22</u>	<u>44</u>	<u>01.09.14</u>	<u>PCS</u>

#### Notes:

- Appointments is non-contractual
- Remuneration as shown above comprises of Salary, Leave Salary, Bonus, Gratuity where paid, Leave Travel Assistance, Medical Benefit, House Rent Allowance, Perquisites and Company's Contribution to Provident Fund and Superannuation Fund. Remuneration on Cash basis
- The above employee is related to any Director of the Company employed for part of the financial year.



**Annexure-II**  
**FORM NO. MR-3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**UDDHAV PROPERTIES LIMITED**  
S-9, OKHLA INDUSTRIAL AREA,  
PHASE -II, 1ST FLOOR,  
NEW DELHI - 110020

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Uddhav Properties Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of **Uddhav Properties Limited** its books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- (i) Companies Act, 2013 and the rules made thereunder, and The Companies Act, 1956 and rules made there under to the extent applicable.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (ECB).  
**Not Applicable**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.  
**Not Applicable**
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.  
**Not Applicable**
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.  
**Not Applicable**



h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

**Not Applicable**

We have also examined compliance with the applicable clauses of the following:

- (i) The Listing Agreements entered into by the Company with Delhi Stock Exchange Limited and Metropolitan Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following Observations:

**a Observations/ Non Compliances/ Adverse Remarks/ Qualifications in respect of Companies Act 2013 and rules made thereunder are as follows:**

- The Composition of Audit Committee was not as per section 177 of Companies Act, 2013 and clause 49 listing Agreement during the audit period and requirement was met by the companies on 09.03.2015.
- The Company has appointed a CFO on March 9<sup>TH</sup>, 2015.
- The Company has appointed a Managing Director on March 9<sup>TH</sup>, 2015.
- The Company has appointed independent Director for the 5 years after the end of the financial Year.

**b Observations/ Non Compliances/ Adverse Remarks/ Qualifications in respect of Listing Agreement Compliance are as follows:**

- E-voting facility was not provided by the Company to its Member in the Annual General Meeting held during the audit period as required under Clause 35B of the Listing Agreement.

**We further report that :**

The Board was not duly constituted in the beginning of the year with proper balance of Executive Directors, Non-Executive Directors however ***the same has been reconstituted in accordance with provision of law during the end of the year.***

Adequate notice is given to all Directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent to the Directors at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that based on the information received and records maintained by the Company, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place : New Delhi

Date : 25/05/2015

**for Mukesh Agarwal & Co.**

Mukesh Kumar Agarwal

M No-F5991

C P No.3851



**Annexure III**

**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31.03.2014**

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration) Rules, 2014.**

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L70101DL1982PLC014024
2.	Registration Date	14/07/1982
3.	Name of the Company	UDDHAV PROPERTIES LIMITED
4.	Category/Sub-category of the Company	Company limited by shares Indian Non-Govt. Company
5.	Address of the Registered office & contact details	S-9, OKHLA INDUSTRIAL AREA, PHASE -II, 1ST FLOOR, NEW DELHI-110020
6.	Whether listed company	Listed Company
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Pvt. Ltd. D-153-A, Okhla Indl. Area, Ph-I, New Delhi-110020 PH.:011-26812682

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)**

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Real estate business	NIL	100.00
2			
3			

**III. Particular of holding/ Subsidiary/ Associate Company: NIL**



#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) <b>Indian</b>									
a) Individual/ HUF		175500	175500	73.12	170500	5000	175500	73.12	NIL
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.									
e) Banks / FI									
f) Any other									
<b>Total shareholding of Promoter (A)</b>		175500	175500	73.12	170500	5000	175500	73.12	NIL
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									



e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
<b>Sub-total (B)(1):-</b>									
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh		28700	28700	11.96		64500	64500	26.88	14.92
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh		35800	35800	14.92					(14.92)
c) Others (HUF)									
Non Resident Indians									
Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members									
Trusts									



Foreign Bodies - DR									
<b>Sub-total (B)(2):-</b>		64500	64500	26.88		64500	64500	26.88	Nil
Total Public Shareholding (B)=(B)(1) + (B)(2)		64500	64500	26.88		64500	64500	26.88	Nil
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	240000	240000	100.00		170500	69500	240000	100.00	Nil

#### B) Shareholding of Promoter-

S N	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareh olding during the year
		No. of Shares	% of total Shares of the compan y	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Uddhav Poddar	86850	36.18		86850	36.18		
2	Gauri Shankar Poddar	28400	11.83		28400	11.83		
3	Amitlal Bhandawat	500	0.21		500	0.21		
4	Paras Bhandawat	500	0.21		500	0.21		
5	Rajendra Kumar Bhandawat	500	0.21		500	0.21		
6	Mohan Lal Dujari	500	0.21		500	0.21		
7	Pushpa Devi Chamaria	3000	1.25		3000	1.25		
8	Vijay Laxmi Poddar	322500	13.44		322500	13.44		
9	Bhumika Poddar	23000	9.58		23000	9.58		
		<b>175500</b>	<b>73.12</b>		<b>175500</b>	<b>73.12</b>		



**C) Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	175500	73.12	175500	73.12
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	At the end of the year	175500	73.12	175500	73.12

**D) Shareholding Pattern of top ten Shareholders:  
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	38900	16.21	38900	16.21
	Changes made during the year due to transfer	4650	1.94	43550	18.15
	At the end of the year	43550	18.15	43550	18.15

**E) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel  Shri Uddhav Poddar	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	89850	36.18	89850	36.18
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	89850	36.18	89850	36.18
SN	Shareholding of each Directors and each Key Managerial Personnel  Shri G.S.Poddar	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	28400	11.83	28400	11.83



Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
At the end of the year	28400	11.83	28400	11.83

F) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.: provided in the Schedule-3 in the Balance Sheet

#### **XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:NIL

B. Remuneration to other directors: NIL

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTM

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary		74194		74194
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	others, specify...				
5	Others, please specify				
	Total		74194		74194

**XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:NIL**



**Annexure - IV**

**FORM NO. AOC -2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Anubhav Minerals Pvt. Ltd.
b)	Nature of contracts/arrangements/transaction	Service agreement
c)	Duration of the contracts/arrangements/transaction	NA
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Service agreement Rs. 78,000/-
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	09.03.15
g)	Amount paid as advances, if any	NA
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	KFL Infra and Logistics Pvt. Ltd.
b)	Nature of contracts/arrangements/transaction	Service agreement
c)	Duration of the contracts/arrangements/transaction	NA
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Service agreement Rs. 78,000/-
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	09.03.15
g)	Amount paid as advances, if any	NA
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

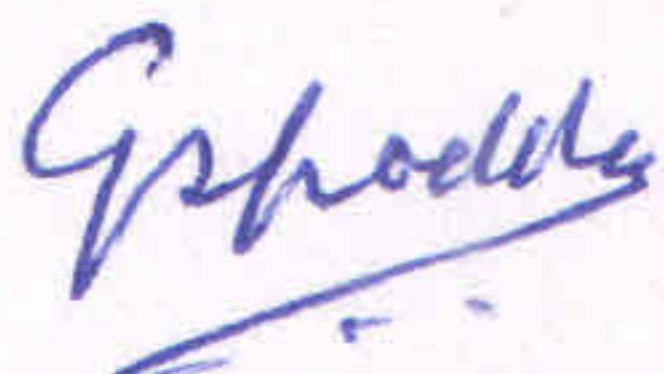
SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Kaushalya Buildcon Pvt. Ltd.
b)	Nature of contracts/arrangements/transaction	Service agreement




c)	Duration of the contracts/arrangements/transaction	NA
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Service agreement Rs. 78,000/-
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	09.03.15
g)	Amount paid as advances, if any	NA
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Date of approval by the Board	NIL
f)	Amount paid as advances, if any	NIL

  
G.S. Poddar  
Director

  
Uddhav Poddar  
Director



**Annexure- V**

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

❖ **Future outlook**

The Company wants to expand current activities of sub-contract work but unable to take activity for want of fund.

❖ **Operation and threats**

Stiff competition is expected from the other players in industry.

❖ **Human Resource Industrial Relationship**

Industrial relation during the year under review were cordial and peaceful.

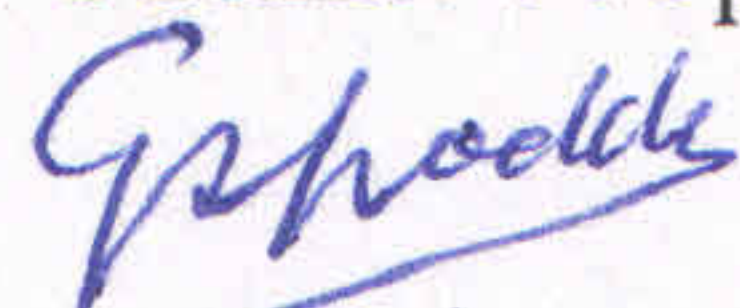
❖ **INTERNAL CONTROL**

The audit committee periodically review internal control systems which are designated to assure the overhead level are reduced to the minimum.

Compliance with Code of Business Conduct and Ethics

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the year ended December 31, 2015.

For Uddhav Properties Ltd



(G.S. Poddar)  
Chief Financial Officer

Date: 25.05.2015

Place: New Delhi



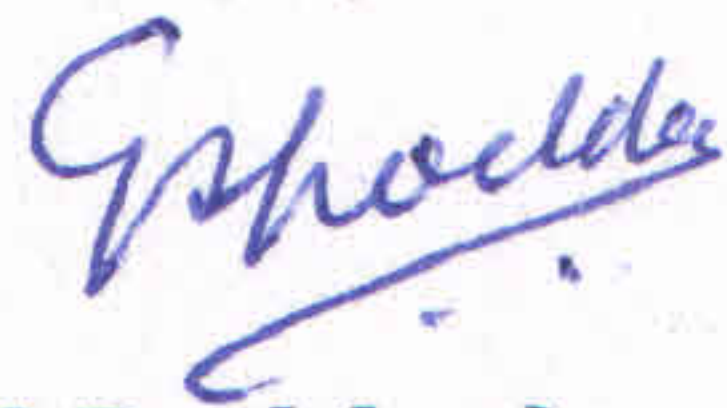
## FORM A

(Pursuant to Clause 31(a) of Listing Agreement)

Format of covering letter of annual audit report to be filed with the stock exchange

S. No	Particulars	Details
1.	Name of Company	Uddhav Properties Ltd.
2.	Annual Financial Statements for the year ended	31.03.2015
3.	Type of audit observation	NA
4.	Frequency of observation	NA
5.	To be signed by Managing Director CFO & Audit Committee Chairman Auditors of the Company	

For, Uddhav Properties Ltd



(G.S Poddar)  
Chief Financial Officer  
Chairman of Audit Committee



(Uddhav Poddar)  
Managing Director

For, Saluja & Associates.  
Chartered Accountants  
Firm Regd. No. 000148N

(CA V.K. Verma)  
Partner  
M. No. 017742



## **Corporate Governance Report for the year ended on 31<sup>st</sup> March 2015**

### **1 Company's Philosophy:**

The Company's Philosophy on Code of Corporate Governance is to maintain highest standards of compliance, disclosure & transparency.

### **2 Board of Directors:**

Category	No. of directors
Non-Executive & Independent Directors	3
Other Non-Executive Directors	-
Executive Director (CFO & Managing Director)	2
Total	5

As required under Section 149(3) of the Companies Act, 2013, & Clause 49 of Listing Agreement, Ms Sunita Rana, a Independent Director, has been appointed as a Woman Director on the Board on 24.03.2015.

### **41. Meetings**

During the year twenty three Board Meetings and five Audit Committee Meetings were convened and held. The details of which are given below:

Date of Board meeting held	Total no. of strength of Board	No. of Directors present
30.05.14	3	2
13.08.14	3	3
03.09.14	3	3
10.09.14	3	3
15.09.14	3	3
22.09.14	3	3
29.09.14	3	3
16.10.14	3	3
22.10.14	3	3
30.10.14	3	3
12.11.14	3	3
20.11.14	3	3
10.12.14	3	3
15.12.14	3	3
30.12.14	3	3
06.01.15	3	3
19.01.15	3	3
06.02.15	3	3
02.03.15	3	3
09.03.15 (4 p.m.)	4	3
09.03.15 (7 p.m.)	4	3
24.03.15	5	3



**The Audit Committee :** The Audit Committee worked under the Chairmanship of Mr. G.S Poddar with Mr. B.K. Agarwal and Mr. Varun Ashok Guliani, Ms. Sunita Rana as member.

Date of Audit Committee meeting held	Total no. of strength of Committee	No. of Members present
30.05.14	3	2
13.08.14	3	3
24.10.14	3	3
06.02.15	3	3
09.03.15	4	4

The brief terms of reference of the Audit Committee include:

- Review of the Company's financial reporting process and financial statements.
- Review of accounting and financial policies and practices.
- Review of internal control and internal audit systems.
- Discussion with Internal Auditors on any significant findings and follow-up thereon.
- Reviewing the Company's financial and risk management policies.
- Reviewing the Quarterly and Annual Financial Statements before submission to the Board.
- Recommending the appointment and removal of Statutory Auditors, audit fee and payment for any other services.

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

#### **(d) Stakeholders' Relationship Committee**

The composition of the Stakeholders' Relationship Committee as at March 31, 2015 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Board Meetings held on
		31/03/2015
G.S Poddar	Chairman cum Executive Director	Y
Bishnu Kumar Agarwal	Non-Executive Independent Director	Y
Varun Ashok Guliani	Non-Executive Independent Director	Y
Sunita Rana	Non-Executive Independent & Woman Director	Y

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing "Shareholders'/Investors' Grievance Committee" as the **"Stakeholders' Relationship Committee"**.

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;



- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debenture

#### **Nomination & Remuneration Committee:**

The composition of the Nomination & Remuneration Committee as at March 31, 2015 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Board Meetings held on
		31/03/2015
G.S Poddar	Chairman cum Executive Director	Y
Bishnu Kumar Agarwal	Non-Executive Independent Director	Y
Varun Ashok Guliani	Non-Executive Independent Director	Y
Sunita Rana	Non-Executive Independent & Woman Director	Y

#### **42. Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Committee held its meeting on 31.03.2015 in which all the members were present.

In compliance with Section 178 of the Companies Act, 2013, the Board has renamed the existing "Compensation Committee" as the "Nomination and Remuneration Committee".

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;



- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

### **Terms of Appointment & Remuneration of Shri Uddhav Poddar as Managing Director w.e.f 9<sup>th</sup> March 2015**

<b>Period of Appointment</b>	5 Year
<b>Salary Grade</b>	No
<b>Allowances</b>	No
<b>Perquisites</b>	No
<b>Retrial Benefits</b>	No
<b>Performance Bonus</b>	No
<b>Sign-on Amount</b>	No
<b>Deferred Bonus</b>	No
<b>Minimum Remuneration</b>	No
<b>Notice Period &amp; Severance Fees</b>	1 month
<b>Other</b>	No

### **PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

### **Disclosures:**

#### **(a) Materially Significant related party transactions**

There was no transaction of material nature with any of the related party, which is in conflict with the interest of the company.

#### **(b) Details of non compliance by the company, penalties, strictures imposed on the company by the Stock Exchange or SEBI or any authority on any matter related to capital markets during last 3 years.**

There was no instance of levy of any penalties during the last three years.

### **Compliance with Accounting Standards**

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 1956 read with General Circular 8/2014 dated April 04, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.



## Internal Controls

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances. The Company's business processes are on Tally and have a strong monitoring and reporting process resulting in financial discipline and accountability.

## CEO & MD / CFO Certification

The CFO have issued certificate pursuant to the provisions of Clause 49 of the Listing Agreement certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

### 1 Means of Communication

i. Yearly report sent to each shareholders registered address	
ii. In which newspapers quarterly results were normally published	The Emerging World (English) Naya India (Hindi)
iii. Any Website where results or official news are displayed	www. Uddhavpropertiesltd.com

No presentation made to institutional investors or to the analysts. Management Discussion & Analysis are a part of Annual Report.

### 2 General Shareholder Information

#### Listing on Stock Exchanges

The Company's shares are listed on the Metropolitan Stock Exchange of India Ltd., and the Listing Fee for the FY 2015-16 has already been paid to the Exchange. The Scrip code is UDDHAV and ISIN is INE162S01012 (CDSL).

**Market Price Data:** The Shares have not been traded yet, hence market price data is not available.  
**Pattern of Shareholding as on 31<sup>st</sup> March, 2015**

Particulars	No.of shareholders	%of Shareholders	No.of shares	%of Shareholding
Resident individuals(promoters)	9	1.76	175500	73.13
Resident Individuals (other than promoters)	502	98.24	64500	26.87
<b>Total</b>	<b>511</b>	<b>100</b>	<b>240000</b>	<b>100</b>

#### Distribution of shareholding as on 31.03.15.

No. of equity shares held	No.of shareholders	%of Shareholders	No.of shares	%of Shareholding
1-500	493	96.48	20900	8.71
501-1000	4	0.78	2850	1.19
1001-2000	1	0.20	1500	0.63
2001-3000	1	0.20	3000	1.25
3001-4000	2	0.39	8000	3.33
4001-5000	3	0.59	15000	6.25
5001-10000	3	0.59	18250	7.60
10001& above	4	0.78	170500	71.04
<b>Total</b>	<b>511</b>	<b>100</b>	<b>240000</b>	<b>100</b>



## **i) SHARE TRANSFER SYSTEM / DIVIDEND AND OTHER RELATED MATTERS**

### **Share transfers**

The Company has appointed Skyline Financial Services Pvt. Ltd. as Registrar and Transfer Agent for looking into the share transfer process and the share certificates are generally returned to the transferees within a period of fifteen days from the date of receipt of transfer provided the transfer documents lodged with the Company are complete in all respects.

### **ii) Nomination facility for shareholding**

As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form may obtain nomination form from our Registrar and Transfer Agent. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

### **iii) Permanent Account Number (PAN)**

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders / legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

### **iv. Dividend:**

The Board has not proposed any dividend during the year

### **v. Pending Investors' Grievances**

Any Member / Investor, whose grievance has not been resolved satisfactorily, may kindly write to the Director at the Registered Office with a copy of the earlier correspondence.

S. No.	Nature of Queries/Compliant	Pending as on April 1, 2015	Received during the year	Redressed during the year	Pending as on March 31, 2015
1	Transfer/Transmission of Duplicate Share Certificate	-	-	-	-
2	Non-receipt of Dividend	-	-	-	-
3	Dematerialisation/Rematerialisation of Shares	-	-	-	-
4	Complaints received from:	-	-	-	-
	SEBI	-	-	-	-
	Stock Exchanges/NSDL/CDSL	-	-	-	-
	ROC/MCA/Others	-	-	-	-
	Advocates	-	-	-	-
	Consumer Forum/Court Case	-	-	-	-
5	Others	-	-	-	-
	Grand Total	-	-	-	-

### **Reconciliation of Share Capital Audit**

The Auditors' Certificate in this regard is submitted to BSE Limited and the National Stock Exchange of India Limited and is also placed before the Board of Directors.

### **Dematerialisation of Shares and Liquidity**

The break-up of equity shares held in Physical and Dematerialised form as on March 31, 2015, is given below:



Particulars	No. of Shares	Percentage
Physical Segment	69500	28.96
Demat Segment		
CDSL	170500	71.04
Total	240000	100.00

### General Body Meetings

Particulars of last three Annual general meetings

AGM	Year ended 31st March,	Venue	Date	Time	Special Resolutions Passed
30 <sup>th</sup>	2012	At the Registered Office	29.09.2012	10.00 a.m.	0
31 <sup>st</sup>	2013		31.07.2013	10.00 a.m.	0
32 <sup>nd</sup>	2014		30.08.2014	10.00 a.m.	Yes

### Extraordinary General Meeting (EGM)

There was no EGM conducted during the year.

Meetings for approval of quarterly and annual financial results were held on the following dates

Quarter	Date of Board Meeting
1 <sup>st</sup> Quarter	13/08/2014
2 <sup>nd</sup> Quarter	24/10/2014
3 <sup>rd</sup> Quarter	06/02/2014
4 <sup>th</sup> Quarter	25/05/2015
Annual	25/05/2015

### E-Voting Facility to members

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 33<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL). Pursuant to the amendments made in clause 35B of the Listing Agreement by SEBI, the company has sent assent/dissent forms to the members to enable those who do not have access to e-Voting facility to cast their vote on the shareholders resolution to be passed at the ensuing Annual General Meeting, by sending their assent or dissent in writing.

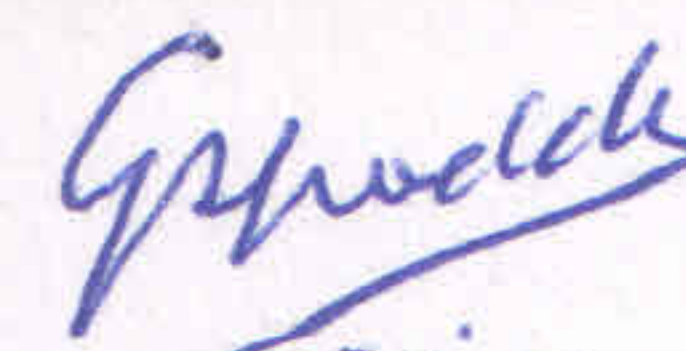
### FINANCIAL CALENDAR 2015:

AGM - Date, time and venue	Wednesday 30 <sup>th</sup> September, 2015 at 11.00 AM at S-9, Okhla Industrial Area, Ist Floor, Phase-II, New Delhi-110020
Financial Year	2014-15
Book Closure Date	23 <sup>rd</sup> September, 2015 to 30 <sup>th</sup> September, 2015
Dividend Payment Date	NA
Listing of Eq. shares on stock exchanges.	MSEI
Stock Code	UDDHAV
Market Price Data and other related informations	Not available
Registrar & Transfer Agents	Skyline Financial Services Pvt. Ltd. D-153A, 1 <sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi-110020
Board Meeting for consideration of Accounts for the financial year ended March 31, 2015 and recommendation of dividend	25.05.2015



Posting of Annual Reports	05.09.2015
Last date for receipt of Proxy Forms	28.09.2015
Probable date of despatch of warrants	NA
Board Meeting for consideration of unaudited quarterly results for the financial year ended March 31, 2015	NA
Audited results for the current financial year ending March 31, 2015	25.05.2015

For and on behalf of the Board

  
(G.S. Poddar)  
Chairman

Place: New Delhi  
Date: 25.05.2015



CERTIFICATION BY CFO UNDER CLAUSE 49 V OF THE LISTING AGREEMENT

The Board of Directors,  
Uddhav Properties Ltd.

We have reviewed the financial statements and the cash flow statement of Uddhav Properties Ltd. for the year ended March 31, 2015 and to the best of our knowledge and belief:

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;  
  
(ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take for rectifying these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
  - (i) significant changes in internal control over financial reporting during the year;
  - (ii) significant changes in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.



Chief Financial Officer

Place: New Delhi

Date: 25.5.2015



**AUDITORS CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE AS STIPULATED IN CLAUSE 49 OF THE LISTING AGREEMENT**

**TO THE MEMBERS OF UDDHAV PROPERTIES LTD.**

We have examined the Compliance of conditions of Corporate Governance by Uddhav Properties Ltd for the year ended 31<sup>st</sup> March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination carried out in accordance with the Guidance Note issued by the Instituted of Chartered Accountants of India, on Corporate Governance and was limited to procedure and implementation thereof, adopted by the Company, for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency of effectiveness with which the management has conducted the affairs of the Company.

**For SALUJA & ASSOCIATES  
CHARATERED ACCOUNTANTS**

**(CA V.K Verma)  
Partner  
Membership No. 017742  
Firm Regd. No. 000148N**

Place : New Delhi  
Dated: 25.05.15



**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]**

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 :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote( on a poll) for me/us and on my/our behalf at the 33<sup>rd</sup> Annual General Meeting to be held on the Wednesday of the 30<sup>th</sup> September, 2015 at 11.00 A.M. at S-9, Okhla Industrial Area, Phase -II, 1st Floor, New Delhi-110020 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2015		
2	Re-appointment of Mr. G.S.Poddar as Director eligible for appointment by rotation		
3.	Re-appointment of M/s. Saluja & Associates, Chartered Accountants as Statutory Auditors & fixing their remuneration		
4	Appointment of Ms. Sunita Rana as Independent Director for the period of 5 Years.		

\* Applicable for investors holding shares in Electronic form.

Signed this \_\_\_\_ day of \_\_\_\_ 20\_\_

Affix  
Revenue  
Stamps

Signature of Shareholder      Signature of Proxy holder

Signature of the shareholder  
across Revenue Stamp

**Note:**

- 1) 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.
- 2) The proxy need not be a member of the company



# UDDHAV PROPERTIES LIMITED

CIN-L70101DL1982PLC014024

Regd. Office-S-9, Okhla Industrial Area, Phase-II, 1<sup>st</sup> Floor, New Delhi-110020

Telephone No. : 011-41326013, email: uddhavproperties@gmail.com

## ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

### 33<sup>rd</sup> Annual General Meeting on 30<sup>th</sup> September, 2015

Full name of the members attending \_\_\_\_\_

(In block capitals)

Ledger Folio No./Client ID No. \_\_\_\_\_ No. of shares held: \_\_\_\_\_

Name of Proxy \_\_\_\_\_

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 33<sup>rd</sup> Annual General Meeting of the Uddhav Properties Ltd. ,

Address, : S-9, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-II, New Delhi-110019 on Wednesday, the

30<sup>th</sup> September, 2015.

(Member's /Proxy's Signature)

### Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.