

UDDHAV PROPERTIES LIMITED

Regd. Office: 19, Community Centre, First Floor, East of Kailash, New Delhi-110065

Email id: uddhavproperties@gmail.com, Website: www.uddhavpropertiesltd.com,

Phone No. (011) 41638121

CIN: L7010DL1982PLC014024

ANNUAL REPORT 2017-18

BOARD OF DIRECTORS

Shri G. S. Poddar

Shri Uddhav Poddar

Ms. Alka Sabharwal

Shri Bishnu Kumar Agarwal

Shri Yogesh Gajwani

Shri Varun Ashok Guliani

Director & CFO

Managing Director

Independent Director

Independent Director (upto 23.08.2017)

Additional Director (w.e.f. 23.08.2017)

Independent Director (upto 07.04.2018)

REGISTERED OFFICE

19, Community Centre

First Floor,

East of Kailash,

New Delhi-110065

BANKERS

HDFC BANK LTD

AXIS BANK LTD

STATUTORY AUDITORS

K.N. Gutgutia & Co.

11-k, Gopala Towers

25, Rajendra Place

New Delhi-110008

INTERNAL AUDITORS

M.B.R & Company LLP,

195-H, Garud Apartment, Pocket-IV,

Mayur Vihar-I

New Delhi-110091

COMPANY SECRETARY CUM –COMPLIANCE OFFICER

Mr. Anupam Agr

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

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 36th Annual General Meeting of the Members of Uddhav Properties Ltd. will be held on Tuesday, the 25th September, 2018 at 11.00 A.M. at the Registered Office of the Company at 19, Community Centre, First Floor, East of Kailash, New Delhi-110065 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri. Gauri Shankar Poddar, who retires by rotation, and being eligible offers himself for reappointment.
3. To fix the remuneration of K.N. Gutgutia & Co., Chartered Accountants, Statutory Auditors of the Company

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 142 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the resolution passed by the members of the Company at the 35th Annual General Meeting held on 20th September, 2017 in respect of the appointment of M/s K.N. Gutgutia & Co., Chartered Accountants (firm registration no. 304153E) till the conclusion of the 40th Annual General Meeting, the Board of Directors be and is hereby authorised to fix the remuneration of Statutory Auditors for the period commencing from the year 2018-19, until the conclusion of the 40th Annual General Meeting of the Company."

SPECIAL BUSINESS

Ordinary Resolution

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for regularization of Additional Director, Mr. Yogesh Gajwani (DIN - 00735270)

"RESOLVED THAT pursuant to the provisions of section 149,150,160 read with schedule IV 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 as per Listing Obligations & Disclosure Requirements,Regulations,2015 (Listing Regulations),Mr. Yogesh Gajwani (DIN:00735270) who was appointed as an Additional and Independent Director by the Board of Directors on 23rd August,2017 and who has submitted a declaration that he 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 upto the conclusion of the 40th Annual General Meeting of the Company in the Calendar Year 2022."

PLACE: New Delhi
DATE: 10.08.2018

By Order of Board
For Uddhav Properties Ltd.

Sd/-
G.S. Poddar
Director
DIN: 00917730

NOTES

1. 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.

2. 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.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 19th September, 2018 to 25th September, 2018 (both days inclusive).
4. 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.
5. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement pursuant to section 102 of the Act, shall be available for inspection by the Members at the Registered Office/Administrative Office of the Company on any working day of the Company, during business hours upto and including the date of the Meeting and also at the venue of the meeting.
6. A. Members holding shares in physical form are requested to notify/send the following to the Registrar & Transfer Agent (RTA) of the Company Skyline Financial Services Pvt Ltd.
D- 153A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020.
 - their email id, in case the same have not been sent earlier, for the purpose of receiving the communication electronically.
 - any change in their address/e-mail id/ECS mandate/bank details,
 - Share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.B. Members holding shares in dematerialized form are requested to notify to their Depository Participant:
 - i) their email id.
 - ii) all changes with respect to their address/e-mail id/ECS mandate/bank details.

7. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
8. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting, held on September 20th, 2017.
9. In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for 2017-18, the Notice of the 36th AGM of the Company along with Admission Slip and Proxy Form are being sent to all the members whose email addresses are registered with the Company/Depository Participants. Physical copy of the aforesaid documents may be sent on request by any such Member and Members who hold shares in physical form are requested to send their e-mail address to admin@skylinerta.com
10. Physical copy of the Annual Report for 2017-18, the Notice of the 36th AGM of the Company along with Admission Slip and Proxy Form are being sent to those members who have not registered their e-mail addresses with the Company/Depository Participants. The Annual Report for 2017-18 and the Notice of the 36th AGM along with Admission Slip and Proxy Form will also be available on the Company's website www.uddhavpropertiesltd.com
11. 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.
12. No dividend was declared. Hence no dividend required to be transferred to the Investor Education and Protection Fund (IEPF) constituted as per the provisions of Companies Act, 2013.
13. 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.
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. The members are requested to get their shares dematerialized. The company's ISIN Code INE162S01012.
16. The Notice of the AGM along with the Annual Report 2017-18 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.
17. The Register of Directors and key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act,2013,the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act,2013,will be available for inspection at the Annual General Meeting.

18. In accordance with the amendments to Regulation 40 of Listing Regulations, to be made effective later, the Securities Exchange Board of India (SEBI) has revised the provisions relating to transfer of listed securities and has decided that requests for effecting transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository (National Securities Depository Limited and Central Depository Services India Limited). This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in demat form will improve ease, facilities convenience and safety of transactions for investors.

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.

19. The Ministry of Corporate Affairs has notified provisions relating to unpaid/unclaimed dividend under Section 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed/claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) authority. The new IEPF Rules mandate the Companies to transfer the shares of shareholders whose dividends remain unpaid/unclaimed for a period of seven consecutive years to the Demat account of IEPF Authority.

20. **Voting through electronic means.**

(a) In compliance with provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI Listing Obligations & Disclosure Requirements) Regulations, 2015 the Company is pleased to provide e-voting facility to the members of the Company whose name appears on the Register of Members as on 18th September, 2018 (end of day) being the Record Date fixed for the purpose, to exercise their right to vote in respect of the resolutions to be passed at the 36th Annual General Meeting.

(b) **Instructions for e-voting are as under-**

(a) In case of Members receiving an e-mail from National Security Depository Limited:

i. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

ii. Click on Shareholder – Login

iii. Enter your User ID and existing password. The User –id is your Demat account number which is (DP-ID+ CLIENT –ID)

iv. Click Login

v. Home page of ‘e-voting’ appears. Click on e-Voting-Active Voting Cycles

vi. Select E-Voting Event Number (EVEN) of Uddhav Properties Ltd. for casting vote in favour or against the item (s) of business. (Kindly note that vote once casted cannot be modified. For an EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end date of voting period i.e up to close of September 24, 2018, whichever is earlier).

- vii. Now you are ready for 'e-Voting' as 'Cast Vote' page opens. Voting period commences on Saturday, September 22, 2018 at 09.00 A.M. and end on Monday, September 24, 2018 at 5.00 P.M.
- viii. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- ix. Once you have voted on the resolution, you will not be allowed to modify your vote.
- x. Institutional shareholders (i.e other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG format) of the relevant Board resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through email at vikramjhawar.cs@gmail.com with a copy marked to evoting@nsdl.co.in

(b) In case of Members receiving physical copy of the Notice of AGM and Attendance Slip

- (i) Initial password is provided at the bottom of the Attendance Slip in the following format:

USER ID	PASSWORD
-	-

- (c) The company has appointed M/s V.Jhawar & Co., a firm of Company Secretaries as 'scrutinizer' for conducting and scrutinizing the e-voting process in a fair and transparent manner.
- (d) The e-voting period shall commence on Saturday, September 22nd, 2018 and end on Monday, September 24th, 2018. During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on 18th September, 2018 (cut-off date) may cast their vote electronically. Thereafter, the portal shall be disabled by the NSDL for voting. Members may note that once the vote on a resolution is cast, it cannot be changed subsequently.
- (e) The Scrutinizer will submit the report to the Chairman of the Company after the completion of scrutiny of the e-voting and Postal Ballot Forms on or before 27th September, 2018.
- (f) The results of the e-voting and Poll at the AGM venue, shall be announced by the Chairman after the Annual General Meeting of the Company. The results declared along with the Scrutinizers Report shall be placed on the Company's website www.uddhavpropertiesltd.com and on the website of the CDSL within two (2) days of passing of the resolutions at the Annual General Meeting and communicated to the Stock Exchanges.
- (g) 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.
- (h) "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.

21. 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.

**By Order of the Board
For Uddhav Properties Limited
Sd/-**

**PLACE: New Delhi
DATE: 10.08.2018**

**(G.S. Poddar)
Director
DIN: 00917730**

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 3

Mr. Yogesh Gajwani (DIN: 00735270) who was appointed as an Additional and Independent Director in the meeting of the Board of Directors held on 23rd August, 2018 and hereby appointed as Independent Director of the Company in the category of Non-Executive Director. Pursuant to Section 160 and 161 of the Companies Act 2013 and any other applicable provision (including any modification or re-enactment thereof), if any of the Companies Act 2013, the Company is required to take approval of the Members by means of a Ordinary Resolution for regularization as Independent Director of the Company in the category of Non-Executive Director.

**By Order of the Board
For Uddhav Properties Limited
Sd/-**

**PLACE: New Delhi
DATE: 10.08.2018**

**(G.S. Poddar)
Director
DIN: 00917730**

FOR ATTENTION OF THE MEMBERS

1. Members/Proxies should bring the Admission Slip sent herewith duly filled in for attending the Meeting.
2. For prompt attention, requests for transfer of Equity Shares and related correspondence should be addressed to the Company's Registrar & Share Transfer Agent (RTA): M/s Skyline Financial Services Pvt. Ltd, D-153A, 1ST Floor, Okhla Industrial Area, Phase-I, New Delhi-110020. For other matters, kindly write to the Secretarial Department of the Company at 19, Community Centre, First Floor, East Of Kailash New DELHI 110065
3. Please check the address including the Pin code in the address slip pasted on the envelope and advise correction, if any, therein. Also please do indicate the Pin Code number of your delivery post office while notifying change in your address to RTA where shares are held in physical form.
4. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form from December 2018 onwards. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.

Dematerialization facility is available both on NSDL and CDSL.

Company's ISIN No. is INE162S01012

5. Members having multiple folios are requested to write to the RTA for consolidation of the Folios.
6. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of 30 days of such shares becoming due to be transferred to the IEPF Account.
7. As mandated by SEBI, Members holding shares in physical form are required to submit their Permanent Account Number (PAN) and Bank details to the RTA/Company, if not registered with the Company.
8. Nomination: Pursuant to Section 72 of the Companies Act, 2013, individual Members holding Equity Shares of the Company either singly or jointly may nominate an individual to whom all the rights in the Shares in the Company shall vest in the event of death of the sole/all joint Members. Member holding shares in physical form may send their nomination in the prescribed Form SH-13, duly filled in, to the Secretarial Department at the address mentioned above. Members holding shares in dematerialized form are requested to contact their Depository Participant for recording their nomination.
9. Members are requested to quote their Folio No. /DP ID- Client ID and details of shares held in physical/demat mode, e-mail ids and Telephone No. for prompt reply to their communications.

UDDHAV PROPERTIES LIMITED

CIN: L70101DL1982PLC014024

REGD. OFFICE: 19, COMMUNITY CENTRE, FIRST FLOOR,
EAST OF KAILSH, NEW DELHI-110065

Phone: 011-41326013; Email ID: Uddhavproperties@gmail.com

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. /DP ID-CLIENT 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/her	

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

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

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting to be held on the Tuesday, 25th September, 2018 at 11.00 A.M. at 19, Community Centre, First Floor, East of Kailash, New Delhi-110065 and at any adjournment thereof in respect of such resolutions as are indicated below:

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, 2018		
2	Re-appointment of Mr. Gauri Shankar Poddar as Director liable to retire by rotation		
3.	To fix the remuneration of Statutory Auditors		
4.	Regularization of Ms. Yogesh Gajwani as Independent Director		

* Applicable for investors holding shares in Electronic form.

Signed this ____ day of ____ 2018

Signature of Shareholder Signature of Proxy holder

Signature of
the shareholder
across Revenue
Stamp

Affix
Revenue
Stamps

NOTES:

- 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

Registered Office - 19, Community Centre, First Floor, East of Kailash, New Delhi-110065

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

Website: uddhavpropertiesltd.com

ATTENDANCE SLIP

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

36TH Annual General Meeting on 25th September, 2018

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 36th Annual General Meeting of the Uddhav Properties Ltd. ,

Address, : **19, Community Centre, First Floor, East of Kailash, New Delhi- 110065** on Tuesday, the

25th September, 2018.

(Member's /Proxy's Signature)

Note:

1. Please complete the Folio/DPID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Electronic copy of the Annual Report for the financial year ended on March 31, 2018 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of Annual Report for the financial year ended on March 31, 2018 and Notice of Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

E-VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Note: Please read instructions given at Note No. 20 of the Notice of the 36th Annual General Meeting of the Company before casting your vote through e-voting.