

## NOTICE

To,

The Members of the Company

**Notice** is hereby given that the 10<sup>th</sup> Annual General Meeting of the members of **UNIVASTU INDIA LTD** is scheduled to be held on Wednesday, September 25, 2019, at PYC Hindu Gymkhana CTS No. 766, F.P. No. 244, Bhandarkar Road, Pune-411004, Maharashtra, India at 11.00 AM to transact the following business:

### **ORDINARY BUSINESS:**

#### **1. Adoption of financial statements:**

To consider and adopt the standalone and consolidated audited financial statements of the Company for the year ended 31<sup>st</sup> March 2019 together with the reports of the Auditors and Board of Directors thereon.

#### **2. Re-appointment of Mrs. Rajashri Pradeep Khandagale, the retiring Director :**

To appoint a Director in place of Mrs. Rajashri Pradeep Khandagale (DIN: 02545231), who retires by rotation and being eligible, offers herself for re-appointment.

### **SPECIAL BUSINESS :**

#### **3. Ratification of remuneration payable to Cost Auditors of the Company for FY 2019-20:**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the remuneration of Rs. 60,000/- (Rupees Sixty Thousand only) plus applicable taxes and reimbursement of travel and out of pocket expenses, to be paid to M/s. Shekhar Joshi & Co, Cost Accountants (Firm Registration No. 100448), appointed as the Cost Auditors of the Company by the Board of Directors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2020.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution.”

#### **4. Approval of related party transactions with Unique Vastu Developers Private Limited:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014; SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the prevailing provisions of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company to enter into related party transaction(s) including material related party transactions with M/s Unique Vastu Developers Private Limited for sale, purchase, transfer or receipt of products, goods, materials, assets or services for an estimated amount of up to a maximum amount Rs. 100 Crores (Rupees One Hundred Crores) from the financial year 2019-20 and onward provided, however that contract(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to decide upon the nature and value of the products, goods, materials, assets or services to be transacted with Unique Vastu Developers Private Limited within the aforesaid limits.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts and things as may be considered necessary and expedient for the purpose of giving effect to this resolution.”

#### **5. Approval of related party transactions with Univastu HVAC India Private Limited:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014; SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the prevailing provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Members be and is hereby accorded to



the Board of Directors of the Company to enter into related party transaction(s) including material related party transactions with M/s Univastu HVAC India Private Limited for sale, purchase, transfer or receipt of products, goods, materials, assets or services for an estimated amount of up to a maximum amount Rs. 100 crores (Rupees One Hundred Crores) from the financial year 2019-20 and onward provided, however that contract(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to decide upon the nature and value of the products, goods, materials, assets or services to be transacted with M/s Univastu HVAC India Private Limited within the aforesaid limits.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts and things as may be considered necessary and expedient for the purpose of giving effect to this resolution."

**BY ORDER OF BOARD OF DIRECTORS  
UNIVASTU INDIA LTD**

**Sd/-**

**PRADEEP KHANDAGALE  
MANAGING DIRECTOR  
DIN- 01124220**

**PLACE: PUNE**

**DATE:28/08/2019**

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote instead of himself/herself and the proxy need not be a member of the company. The instrument appointing a proxy, in order to be effective, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
2. 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 Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business as set out at Item Nos. 3 to 7 of the AGM Notice, to be transacted at the Meeting is annexed hereto.
4. As per Regulation 40 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Bigshare Services Private Limited for assistance in this regard.
5. The Register of Members and Share Transfer Books will remain closed from Wednesday, September 18, 2019 to Wednesday, September 25, 2019 (both days inclusive).
6. The information required to be provided under the Listing Agreement entered into by the Company with the Stock Exchange regarding the Directors who are proposed to be reappointed is given in the annexure to the Notice.
7. Members are requested to quote their Registered Folio Number or their Client ID number with DP ID on all correspondence with the Company as the case may be.
8. Members/Proxy holders are requested to bring their copies of the Annual Report to the Annual General Meeting.
9. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting.
10. International Securities Identification Number given to your company is INE562X01013.
11. All documents referred to in the Notice shall be available for inspection at the registered office of the Company during normal business hours on working days up to the date of the AGM. The Notice of the Annual General Meeting and this communication are also available on the website of the Company [www.univastu.com](http://www.univastu.com)
12. Members are requested to send their queries to the Company, if any, on accounts and operations of the Company at least seven days before the meeting so that the same could be suitably answered at the meeting.
13. 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.
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies act, 2013 and the Register of Contracts and Arrangements with related party and contracts and bodies etc. in

which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection for the members at the annual general meeting.

15. Disclosure pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings, with respect to Directors seeking appointment/ re-appointment at the Annual General Meeting, is annexed to this Notice.
16. In line with measures of Green Initiative taken by the Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively) and Companies Act, 2013 also provides for sending for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their e-mail ID's to the Company's Registrar and Share Transfer Agent i.e. Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059, Maharashtra.;  
Ph.No. 022-40430200,  
E-mail:investor@bigshareonline.com  
Website:[www.bigshareonline.com](http://www.bigshareonline.com)  
Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs).
17. The route map to the venue of the meeting and nearest prominent land mark is annexed to the notice.
18. 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 30<sup>th</sup> September 2015.
19. Pursuant to the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of Directors proposed to be appointed/re-appointed are :

**Mrs. Rajashri Pradeep Khandagale**

She has completed her Bachelor's Degree in Commerce from Pune University. She is associated with UNIVASTU since inception. She has been on the Board of our Company since 10.02.2015 and has been appointed as an Executive Director of our company through resolution dated 01.04.2017.

With having rich years of experience in management and administration of company she ensures the smooth functioning of the company. She has been a great support system to the company. On October 25, 2017 she became non-executive director of the Company.

Details of Shares held by Mrs. Rajashri Pradeep Khandagale in **UNIVASTU INDIA LTD**

No. of Shares – 2,38,500 equity shares of 10/- each.

Details of other Directorships/Committee memberships held by her in other listed companies: NIL.

**20. Remote E-voting**

As per Notification issued by Ministry of Corporate Affairs dated 19<sup>th</sup> of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from e-voting provisions.

Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter XB as it is a SME Company and listed on SME platform of NSE Limited. Therefore Company is not providing e-voting facility to its shareholders.

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

**Item No.-3 of the Notice :**

Pursuant to the provisions of Section 148 of the Companies Act, 2013 ("the Act"), read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to have the audit of its cost records conducted by a cost accountant in practice.

The Board of Directors of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. Shekhar Joshi & Co, Cost Accountants as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2020, at a remuneration of Rs. 60,000/- plus applicable taxes and reimbursement of travel and out of pocket expenses.

M/s. Shekhar Joshi & Co, Cost Accountants have the necessary experience in the field of cost audit and have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company.



As per the provisions of Section 148 of the Act read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the Members is sought for passing the resolution as set out in Item no. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board accordingly recommends the ordinary resolution as set out in Item No. 3 of this Notice for your approval.

**Item 4 :- Approval of related party transactions with Unique Vastu Developers Private Limited**

Unique Vastu Developers Private Limited is a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ("Listing Regulations")

In terms of the provisions of Section 188 of the Companies Act, 2013 and the Listing Regulations, the contracts/ arrangements/ transactions relating to sale, purchase, transfer or receipt of products, goods, materials, assets or services with M/s Unique Vastu Developers Private Limited are material in nature as these transactions are likely to exceed ten percent of the turnover of the Company. Therefore, in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations of the Listing Regulations the material Contracts/ Arrangements/ Transactions with M/s Unique Vastu Developers Private Limited require the approval of the Members of the Company by way of an ordinary resolution. The particulars of the Material Related Party Contracts/ Arrangements/ Transactions are as under:

**Name of the related party:** M/s. Unique Vastu Developers Private Limited.

**Name of the director or Key managerial personnel who is related and relationship:** Mr. Pradeep Khandagale, Managing Director and Mrs. Rajashri Khandagale Non-Executive Director of the Company. Mrs. Rajashri Khandagale wife of Mr. Pradeep Khandagale, Managing Director of the Company.

**Material Terms of the Contracts/ Arrangements/Transactions:** Sale, purchase, transfer or receipt of products, goods, materials, assets or services on arm's length basis

**Monetary Value:** The value of transactions is likely up to an amount of Rs.100 crores.

**Other information:** M/s. Unique Vastu Developers Private Limited is a vendor and all prices are agreed based on market competitiveness. The material contracts/arrangements/transactions with M/s. Unique Vastu Developers Private Limited have been approved by the Audit Committee and Board of Directors for recommending the same to the Members of the Company for their approval.

None of the Directors except Mr. Pradeep Khandagale, Managing Director and Mrs. Rajashri Khandagale Non-Executive Director or Key Managerial Personnel of the Company are interested, financial or otherwise, in the proposed resolution.

The Board recommends the ordinary resolution as set out in Item 4 of the Notice for the approval by the Members.

**Item 5:- Approval of related party transactions with Univastu HVAC India Private Limited**

Univastu HVAC India Private Limited is a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ("Listing Regulations")

In terms of the provisions of Section 188 of the Companies Act, 2013 and the Listing Regulations, the contracts/ arrangements/ transactions relating to sale, purchase, transfer or receipt of products, goods, materials, assets or services with M/s Univastu HVAC India Private Limited are material in nature as these transactions are likely to exceed ten percent of the turnover of the Company. Therefore, in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations of the Listing Regulations the material Contracts/ Arrangements/ Transactions with M/s Univastu HVAC India Private Limited require the approval of the Members of the Company by way of an ordinary resolution. The particulars of the Material Related Party Contracts/ Arrangements/ Transactions are as under:

**Name of the related party:** M/s. Univastu HVAC India Private Limited., (Subsidiary Company of Univastu India Limited having 76% Shares)

**Name of the director or Key managerial personnel who is related and relationship:** Mr. Pradeep Khandagale, Managing Director of the company. He is also director of Univastu HVAC India Pvt. Ltd.

**Material Terms of the Contracts/ Arrangements/Transactions:** Sale, purchase, contracts, transfer or receipt of products, goods, materials, assets or services on arm's length basis

**Monetary Value:** The value of transactions is likely up to an amount of Rs.100 crores.

**Other information:** M/s. Univastu HVAC India Private Limited is a vendor and service provider and all prices are agreed based on market competitiveness. The material contracts/arrangements/transactions with M/s. Univastu HVAC India Private Limited have been approved by the Audit Committee and Board of Directors for recommending the same to the Members of the Company for their approval.

None of the Directors except Mr. Pradeep Khandagale, Managing Director or Key Managerial Personnel of the Company are interested, financial or otherwise, in the proposed resolution.

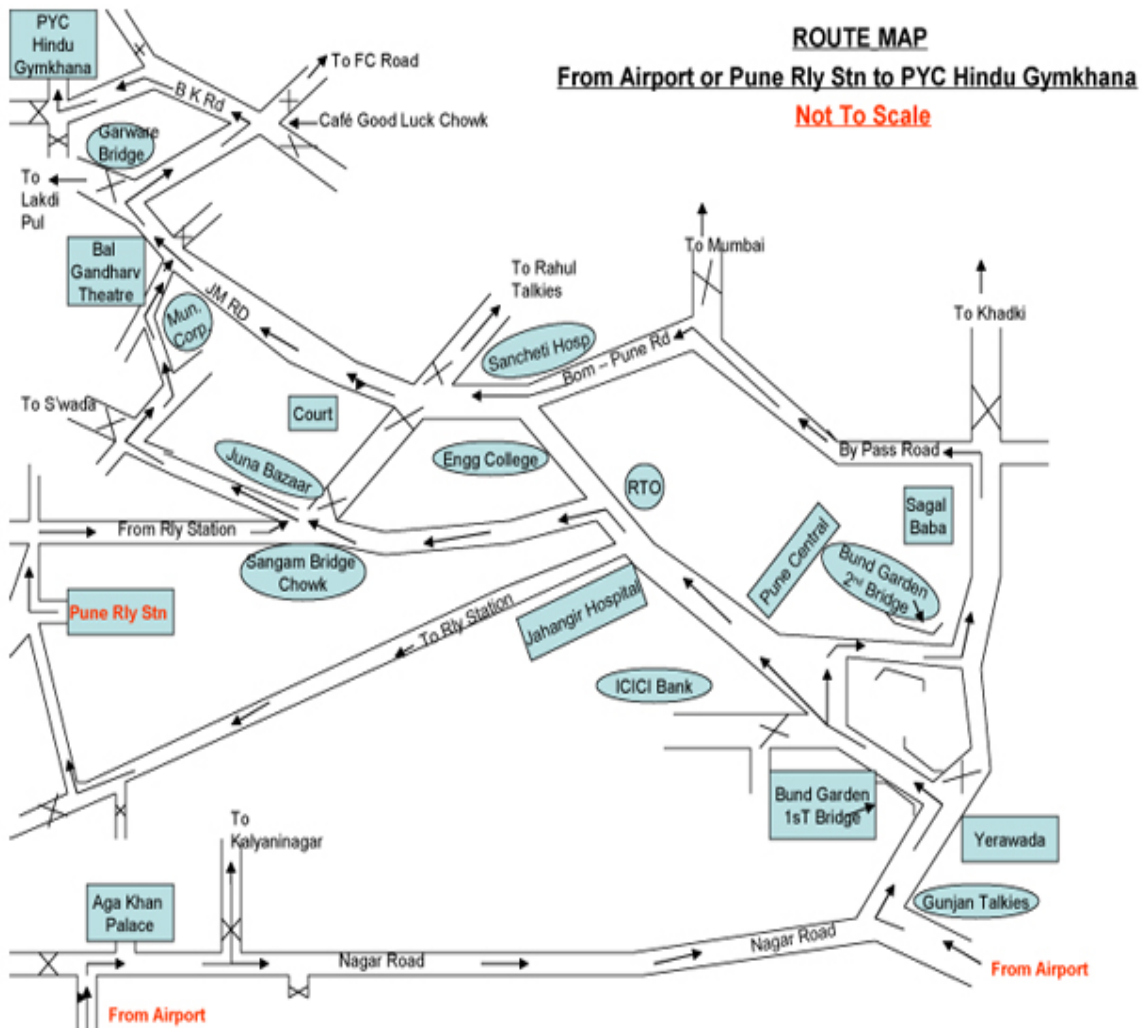
The Board recommends the ordinary resolution as set out in Item 5 of the Notice for the approval by the Members.

**BY ORDER OF BOARD OF DIRECTORS  
UNIVASTU INDIA LTD**

**Sd/-  
PRADEEP KHANDAGALE  
MANAGING DIRECTOR  
DIN-01124220**

**PLACE: PUNE  
DATE:28/08/2019**

**Route Map to the AGM Venue**



**UNIVASTU INDIA LTD**

(Formally Known as UNIVASTU INDIA PRIVATE LIMITED)

CIN: L45200PN2009PLC133864

Registered Office: Bungalow No 36/B, C.T.S. No 994 & 945 (S.No.117 & 118) Madhav Baug,  
Shivtirth Nagar, Kothrud, Pune-411038

Email: [info@univastu.com](mailto:info@univastu.com), [cs@univastu.com](mailto:cs@univastu.com), Website: [www.univastu.com](http://www.univastu.com)

Tel No: (022) 2543 4617

**ATTENDANCE SLIP**

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record me presence at the TENTH ANNUAL GENERAL MEETING of the Company at PYC Hindu Gymkhana CTS No. 766, F.P. No. 244, Bhandarkar Road, Pune – 411038, Maharashtra on Wednesday,25 September, 2019 at 11.00 a.m.

Folio No.:

DPID No.\*

Client ID No.\*

Name of the Member: \_\_\_\_\_

Signature

Name of the Proxyholder: \_\_\_\_\_

Signature

1. Only Member/ Proxy holder can attend the Meeting.
2. Member /Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.
3. Those Members who have multiple folios with different joint holders may use copies of this Attendance Slip.

\*Applicable for investors holding shares in electronic form.

**UNIVASTU INDIA LTD**

(Formally Known as UNIVASTU INDIA PRIVATE LIMITED)

CIN: L45200PN2009PLC133864

Registered Office: Bungalow No 36/B, C.T.S. No 994 &amp; 945 (S.No.117 &amp; 118) Madhav Baug, Shivtirth Nagar, Kothrud, Pune-411038

Email: [info@univastu.com](mailto:info@univastu.com), [cs@univastu.com](mailto:cs@univastu.com), Website: [www.univastu.com](http://www.univastu.com) Tel No: (022) 2543 4617**Form MGT-11 PROXY FORM**

[Pursuant to section 105(6) if the Companies Act, 2013 and rule 19(3) if the Companies (Management and Administration Rules, 2014)]

<b>CIN</b>	L45200PN2009PLC133864
<b>NAME OF THE COMPANY</b>	UNIVASTU INDIA LTD (Formerly known as UNIVASTU INDIA PRIVATE LIMITED)
<b>REGISTERED OFFICE</b>	BUNGLOW NO 36/B, C.T.S. NO 994 & 945 (S.NO.117 & 118) MADHAV BAUG, SHIVTIRTH NAGAR, KOTHRUD, PUNE-411038
<b>NAME OF MEMBER (s)</b>	
<b>REGISTERED ADDRESS</b>	
<b>E-MAIL ID</b>	
<b>FOLIO NO. / CLIENT ID</b>	
<b>DP ID</b>	

I/ we, being the members(s) of ..... shares of the above named company, hereby appoint

1.	<b>NAME</b>	
	<b>ADDRESS</b>	
	<b>E-MAIL ID</b>	
	<b>SIGNATURE</b>	

Or failing him

2.	<b>NAME</b>	
	<b>ADDRESS</b>	
	<b>E-MAIL ID</b>	
	<b>SIGNATURE</b>	

Or failing him

3.	<b>NAME</b>	
	<b>ADDRESS</b>	
	<b>E-MAIL ID</b>	
	<b>SIGNATURE</b>	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting/~~Extraordinary general meeting~~ of the company, to be held on Wednesday, **25<sup>th</sup> September, 2019**, at PYC Hindu Gymkhana CTS No. 766, F.P. No. 244, Bhandarkar Road, Pune-411004, Maharashtra, India at 11.00 AM and at any adjournment thereof in respect of such resolutions as is indicated below::

Sr. No.	Resolution For Against	Resolution For	Resolution For Against
	<b>Ordinary Business</b>		
1	To consider and adopt the standalone and consolidated audited financial statements of the Company for the year ended 31st March 2019 together with the reports of the Auditors and Board of Directors thereon.		
2	To appoint a Director in place of Mrs. Rajashri Pradeep Khandagale (DIN: 02545231), who retires by rotation and being eligible, offers herself for re-appointment.		
	<b>Special Business</b>		
3	Ratification of remuneration payable to Cost Auditors of the Company for FY 2019-20.		
4	Approval of related party transactions with Unique Vastu Developers Private Limited.		
5	Approval of related party transactions with Univastu HVAC India Private Limited.		

Signed this .....day of ..... 2019.

Signature of shareholder

Affix  
revenue  
stamp

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