



Ref: UNIVASTU/CS/2018-19/176

Date: August 14, 2018

To,
The Manager,
Listing Department,
The National Stock Exchange of India Limited,
Exchange Plaza, C/1, Block-G,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051

Company's Scrip Code: UNIVASTU

Sub: Notice of 9th Annual General Meeting as per regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

In the reference of the above captioned subject, we hereby submit copy of Notice of 9th Annual General Meeting of the Company to be held on Tuesday 4th September 2018 at 11.00 A.M. At PYC Hindu Gymkhana CTS No. 766, F.P. No. 244, Bhandarkar Road, Pune-411004, Maharashtra, India.

You are requested to kindly take the same on records.

Thanking you,

Yours faithfully,

For, UNIVASTU INDIA LTD

Neelam Prajapati



Neelam Prajapati
Company Secretary

NOTICE

To,
The Members of the Company

Notice is hereby given that the 9th Annual General Meeting of the members of **UNIVASTU INDIA LTD** is scheduled to be held on Tuesday, September 4, 2018, 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 31st March 2018 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. Borrowing Powers

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT in supersession of all the earlier resolutions passed by the Members of the Company and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is 100 Crore (Rupees Hundred Crores only) over and above the aggregate of the then paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or the KMP’s be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

4. Revision of remuneration of Mr. Pradeep Khandagale (DIN 01124220), Managing Director of the Company.

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and pursuant to Sections 197 and 198 read with Schedule V to the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder, and other applicable enactments, as amended from time to time, consent and approval of members of the Company be and is hereby accorded for revision of remuneration of **Mr. Pradeep Khandagale (DIN 01124220)**, designated as Managing Director of the Company, for the remainder of his term of office, as detailed in the Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice, which shall be effective from October 01, 2018, with authority to the Board of Directors to revise the terms and conditions of appointment and remuneration from time to time based on the recommendations of the Nomination, and Remuneration Committee.



RESOLVED FURTHER THAT any of the Directors or the Company Secretary and Compliance Officer of the Company be and are hereby authorized, on behalf of the Company to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with the necessary E-form with the Registrar of Companies, Maharashtra, Pune.”

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

Sd/-

**PRADEEP KHANDAGALE
MANAGING DIRECTOR
DIN-01124220**

**PLACE: PUNE
DATE:07/08/2018**

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. The Register of Members and Share Transfer Books will remain closed from Tuesday, August 28, 2018 to Tuesday, September 4, 2018 (both days inclusive).
4. 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.
5. 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.
6. Members/Proxy holders are requested to bring their copies of the Annual Report to the Annual General Meeting.
7. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting.
8. International Securities Identification Number given to your company is INE562X01013.
9. The Notice of the Annual General Meeting and this communication are also available on the website of the Company www.univastu.com
10. 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.
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.
12. 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.
13. 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

Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs).

14. The route map to the venue of the meeting and nearest prominent land mark is annexed to the notice.
15. 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 30th September 2015.
16. 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.

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.

17. Remote E-voting

As per Notification issued by Ministry of Corporate Affairs dated 19th 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”)

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”),

Item No. 3

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs.100crores (Rupees Hundred Cores only).

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. The Board recommends these resolutions for the approval of the members as Special Resolutions.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the resolutions.

Item No. 4

Mr. Pradeep Khandagale 40, is the Chairman and Managing Director of UNIVASTU INDIA LTD. He is a Civil Engineer from the University of Mumbai.



He has been associated with Company since Inception and has led several associated assignments during his extensive career before start of UNIVASTU. He possesses over 17 years of professional experience.

He has considerable expertise in Infrastructure Project Construction and has been overseeing the Business Development in India, the Implementation and monitoring of Projects in various segments, Tendering and Contracts Management, Incorporation of New Technologies, Excellent Value Engineering skills, etc. His regular reviewing of major projects, facilitate the company to ensure timely and quality execution in particular. His technical, strategic, decision making and leadership skills coupled with his sound financial business sense has helped him in expanding the horizons of the company.

Based on the recommendation received from the Nomination and Remuneration Committee and in view of the contributions made by him, it is proposed to revise the remuneration payable to Mr. Pradeep Khandagale for the remainder of his term as set-out below

Salary	Basic salary of Rs. 3,50,000 per month (Being revised from the present salary of Rs.3,00,000/- per month).
Perquisites and other benefits	<ul style="list-style-type: none"> • Reimbursement of expenses on medical treatment incurred the appointee and his family subject to ceiling of one month salary in a year or three months salary over a period of five years. • Fee of clubs subject to a maximum of two clubs, excluding admission and life membership fees • Premium not to exceed Rs. 10,000/- per annum for personal accident insurance. • Leave travel concession for self and family members as per company's rules. • Provision of Car for official-cum-personal use, however, the valuation for personal use of car shall be treated as perquisite in the hands of the Managing Director. • Provisions of Telephone at residence for official-cum-personal use. However, the valuation of personal use of telephone shall be treated as perquisite of the Managing Director. <p>In addition to the perquisites as aforesaid, the Managing Director shall also be entitled to the following benefits in accordance with the Rules of the Company, which shall not be included in the computation of ceiling on remuneration:</p> <ul style="list-style-type: none"> • Contribution to Provident Fund, Super Annuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. • Gratuity payable at a rate not exceeding half a month's salary for each completed year of service. • Encashment of leave at the end of the tenure. • Reimbursement of all entertainment, traveling, hotel and other expenses incurred by the Managing Director during the course of and in connection with the business of the Company.
Remuneration in the event of loss or inadequacy of profits	In the event of inadequacy or absence of profits in any financial years during his tenure, the Managing Director will be entitled to above remuneration along with the perquisites/ benefits mentioned above by way of minimum remuneration.

Past Remuneration:

Past remuneration paid to Mr. Pradeep Khandagale during previous year 2017-18 was Rupees 36.00 lacs.

It is informed to the Board that as per Rule 7 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Section 197 and Schedule V of the Companies Act, 2013, the Company being a listed company has bar in making payment of remuneration to its Managing director beyond ceiling limits (i.e. 5% in case there is only one Managing director and 11% over all remuneration Managerial Remuneration of the net profit as computed under Section 198 of the Companies Act, 2013) subject to approval of shareholders of the Company. However the proposed remuneration as mentioned in the resolution is exceeding the said limits. Remuneration of Mr. Pradeep Khandagale was previously revised w.e.f. 01.04.2017.

REASONS AND JUSTIFICATION FOR PAYMENT BEYOND LIMITS SPECIFIED IN SECTION 197 AND SCHEDULE V OF THE COMPANIES ACT, 2013:

Mr. Pradeep Khandagale has pivotal role in the overall performance of the Company by defining and executing business strategy, strengthening governance practices and providing overall leadership to the company. Considering his overall contribution in the

growth of the Company, the proposed remuneration is reasonable keeping in view his qualification, experience and contribution in growth of the Company.

The documents related to appointment and remuneration of Mr. Pradeep Khandagale shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Mr. Khandagale is interested in passing of this resolution by virtue of his directorship and to the extent of his shareholding in the Company. Mr. Pradeep Khandagale holds 39,36,500 equity shares of ₹ 10 each in the Company. The relatives of Mr. Pradeep Khandagale holds 2,38,500 equity shares in the Company and are interested in passing of this resolution to the extent of their shareholding.

Save and except as above, none of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board commends the Special Resolution set out at Item No. 3 and Item No. 4 of the Notice for approval by the shareholders.

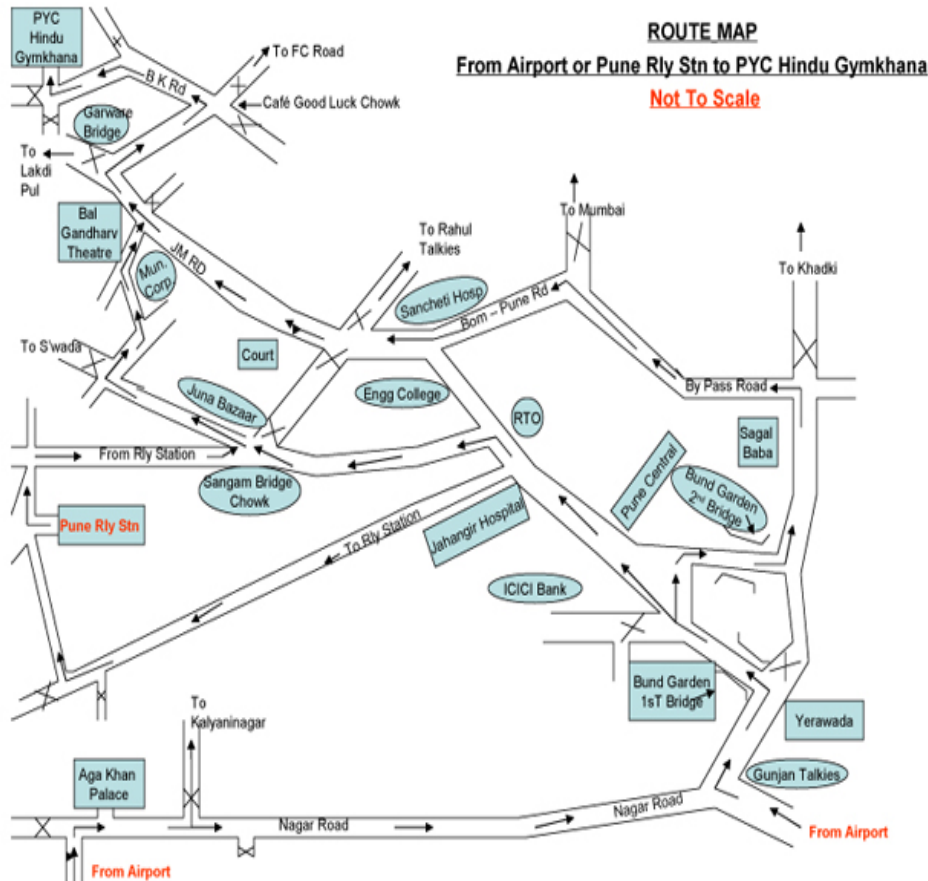
**BY ORDER OF BOARD OF DIRECTORS
UNIVASTU INDIA LTD**

Sd/-

**PRADEEP KHANDAGALE
MANAGING DIRECTOR
DIN-01124220**

**PLACE: PUNE
DATE:07/08/2018**

Route Map to the AGM Venue



UNIVASTU INDIA LTD

(Formally Known as UNIVASTU INDIA PRIVATE LIMITED)

CIN: U45200PN2009PLC133864

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

Email: info@univastu.com, cs@univastu.com, Website: 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 NINTH ANNUAL GENERAL MEETING of the Company at PYC Hindu Gymkhana CTS No. 766, F.P. No. 244, Bhandarkar Road, Pune – 411038, Maharashtra on Tuesday, 4th September, 2018 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: U45200PN2009PLC133864

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

Email: info@univastu.com, cs@univastu.com, Website: 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)]

CIN	U45200PN2009PLC133864
NAME OF THE COMPANY	UNIVASTU INDIA LTD (Formerly known as UNIVASTU INDIA PRIVATE LIMITED)
REGISTERED OFFICE	BUNGLOW NO 36/B, C.T.S. NO 994 & 945 (S.NO.117 & 118) MADHAV BAUG, SHIVTIRTH NAGAR, KOTHRUD, PUNE-411038
NAME OF MEMBER (s)	
REGISTERED ADDRESS	
E-MAIL ID	
FOLIO NO. / CLIENT ID	
DP ID	

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

1.	NAME	
	ADDRESS	
	E-MAIL ID	
	SIGNATURE	

Or failing him

2.	NAME	
	ADDRESS	
	E-MAIL ID	
	SIGNATURE	

Or failing him

3.	NAME	
	ADDRESS	
	E-MAIL ID	
	SIGNATURE	

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 **Tuesday, 4th September, 2018**, 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
	Ordinary Business		
1	To consider and adopt the standalone and consolidated audited financial statements of the Company for the year ended 31 st March 2018 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.		
	Special Business		
3	Borrowing Powers To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.		
4	Borrowing Powers Revision of remuneration of Mr. Pradeep Khandagale (DIN 01124220), Managing Director of the Company.		

Signed thisday of 20.....

Affix
revenue
stamp

Signature of shareholder

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.