



Date: 03.09.2022.

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.: Annual General Meeting, Book Closure and e-voting

Dear Sir,

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Regulations), we wish to inform that:

1. The 13th Annual General Meeting ('AGM') of the Members of Univastu India Limited ('the Company') will be held on Friday, 23 September, 2022 at 11:00 a.m. (IST) at Univastu India Limited, Bungalow No 36/B, Madhav Baug, Shivtirth Nagar, Kothrud, Pune- 411038, Maharashtra, India.
2. Pursuant to the provisions of Regulation 42 of the Regulations, the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday 17 September 2022 to Friday, 23 September, 2022, (both days inclusive) for the purpose of AGM.
3. The Company is pleased to provide to the Members e-voting facility through National Securities Depository Limited (NSDL) to exercise the right to vote on resolutions to be considered at the AGM and the business may be transacted through e-voting facility, pursuant to the provisions of the Companies Act, 2013, including Rules there under and the Regulations, as amended.

Mrs. Neha Amol Limaye (FCS 6222), Practicing Company Secretary, has been appointed as the Scrutinizer for e-voting for the forthcoming AGM under Regulation 44 of the Regulations and the Companies (Management and Administration) Amendment Rules, 2015.



✓ CIN: L45200PN2009PLC133864
An ISO 9001:2015, 14001:2015,
OHSAS 18001:2007 Certified Company

✉ Registered Office :
UNIVASTU, Bungalow No. 36/B, Madhav Baug,
Shivtirth Nagar, Kothrud, Paud Road,
Pune - 411 038 MH INDIA
GSTN No - 27AABCU0775C1ZJ

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☎ +91-20-25434617 / +91 95525 03166
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The Cut-off date has been fixed as Friday, 16 September, 2022, for determining eligibility of Members to vote on the resolutions set out in the Notice of AGM by remote e-voting or by e-voting at the AGM and to attend the AGM.

The remote e-voting period commences on **Tuesday, 20 September, 2022 at 9.00 a.m. (IST)** and ends on **Thursday, 22 September, 2022 at 5.00 p.m. (IST)**.

You are requested to kindly take the same on records.

Thanking you,
Yours faithfully,
For, Univastu India Ltd



Ankita Joshi
Company Secretary
and Compliance
Officer

Membership No:
ACS43193.



NOTICE

To,

The Members of the Company

Notice is hereby given that the 13th Annual General Meeting of the members of **UNIVASTU INDIA LIMITED** is scheduled to be held on Friday, 23 September 2022, at 11: 00 a.m. (IST) at Univastu India Limited, Bungalow No 36/B, Madhav Baug, Shivtirth Nagar, Kothrud, Pune- 411038, Maharashtra, India, to transact the businesses as mentioned below:

ORDINARY BUSINESS:

1. **Adoption of financial statements:**

To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended 31 March 2022 and the Reports of the Board of Directors and Auditors thereon.

2. **Re-appointment of Mrs. Rajashri Pradeep Khandagale (DIN: 02545231) 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. **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 2022-23 and onwards 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.”

4. **Approval of related party transactions with Unigrano 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 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 Unigrano 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 2022-23 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."

5. Re-appointment of Mr. Pradeep Khandagale (DIN: 01124220) as Managing Director

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

"RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196,197,198 and 203 and all other provisions if any, read with Schedule V of The Companies Act, 2013 ('the Act') and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force and any subsequent amendment/modification in the Rules/ Act and/or applicable laws in this regard, the approval of the shareholders of the Company is hereby accorded for the re-appointment of Mr. Pradeep Khandagale (DIN: 01124220) as the Managing Director of the Company with substantial powers of the Management to be exercised by him, subject to the superintendence, control and direction of the Board of the Directors of the Company for a period of 5 (five years) with effect from 1 April, 2022 including the payment of remuneration, in the event of loss or inadequacy of profits in any financial year during his tenure and on the terms and conditions set out below, with the liberty to the Board of Directors of the Company to alter and vary the terms and conditions, not exceeding the limits specified under the Act or any Statutory modification or re-enactment thereof."

RESOLVED FURTHER THAT approval of the shareholders of the Company be and is hereby accorded to the remuneration, perquisites, allowances, stock options, benefits and amenities payable as per the terms and conditions of the Agreement to be entered into by Mr. Pradeep Khandagale with the Company for the aforesaid re-appointment and as set out in the statement annexed to the Notice, including the following:

I. REMUNERATION:

A. Basic salary:

For the financial year 2022 – 23, the basic salary shall be Rs. 2,70,000/- (Rupees Two Lakh Seventy Thousand) per annum.

B. Flexible allowance:

Flexible allowance shall include leave travel allowance, allowance towards Company leased car and any other allowances as per the applicable policies of the Company. Leave Travel Allowance is Rs. 19, 200/- p.a.

C. House rent allowance:

The Managing Director will be paid house rent allowance of Rs. 3,60,000/- (Rupees Three Lakh Sixty Thousand only) per annum of the term of the contract. In case the Managing Director opts for accommodation owned by the Company, this amount will not be paid, and perquisite tax will be charged as per the provisions of Income Tax Act, 1961. In case the lease rental for the house exceeds the house rent allowance, the same will be deducted from the flexible allowance.

D. Variable Pay:

- (i) **Commission:** The Managing Director will be entitled to receive commission with effect from 1st April, 2022, as may be determined by the Board of Directors of the Company from time to time.
- (ii) **Stock Options:** The Managing Director will be entitled to ESOP. The grant of quantum of options/benefits and terms and conditions governing the same shall be as determined by the Nomination and Remuneration Committee of the Company.

II. PERQUISITES AND OTHER ALLOWANCES:

- A. **Contribution to Provident Fund:** 12.5 % of the basic salary i.e. Rs. 21,600 per annum. The said contribution or any other retiral benefit is subject to changes in law and policies of the Company.
- B. **Reimbursement of medical expenses** including any health insurance premium and expenses towards hospitalisation in India or abroad in accordance with the policies of the Company.
- C. **Reimbursement of expenses** in accordance with the policies of the Company.

III. BENEFITS AND AMENITIES:

- A. **Gratuity:** Benefits in accordance with the rules and regulations in force in the Company from time to time and subject to applicable laws.
- B. **Leave:** In accordance with the practices, rules, and regulations in force in the Company from time to time, subject to applicable laws.
- C. **Loan and Other Schemes:** Benefits under loan, and other schemes in accordance with the practices, rules, and regulations in force in the Company from time to time, subject to applicable laws.

IV. REIMBURSEMENTS:

Reimbursement of costs, charges, and expenses:

The Company shall pay or reimburse to the Managing Director and he shall be entitled to be paid and/or to be reimbursed by the Company all costs, charges and expenses that have been incurred by him for the purpose of or on behalf of the Company.

V. OTHER TERMS AND CONDITIONS:

- A. The remuneration, perquisites, allowances, stock options, benefits and amenities as aforesaid to be allowed to the Managing Director shall be subject to such limits, if any, as laid down by the Act.
- B. The Managing Director will not be entitled to sitting fees for attending meetings of the Board or Board constituted Committees.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mr. Pradeep Khandagale remuneration, perquisites, allowances, stock options, benefits and amenities not exceeding the limits specified under Section 197 read with Schedule V of the Act, as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to alter and/or vary the terms and conditions of the said re-appointment and/or enhance, enlarge, widen, alter or vary the scope and quantum of remuneration, perquisites, allowances, stock options, benefits and amenities payable to Mr. Pradeep Khandagale in the light of further progress of the Company which shall be in accordance with the prescribed provisions of the Act and the Rules made there under (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force).

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to hereinafter include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

6. Re-appointment of Major General (Dr.) Vijay Pawar (DIN: 07135572) as Independent Director

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

"RESOLVED THAT pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), (including any statutory modification(s) re-enactment thereof for the time being in force), Major General (Dr.) Vijay Pawar (DIN: 07135572), who was appointed as an Independent Director with effect from 25 April 2017 and who holds office up to 24 April 2022 and who has been



appointed as Additional Independent Director with effect from 25 April 2022, and who is eligible for re-appointment and meets the criteria for independence as provided under Section 149 (6) of the Companies Act, 2013 along with the Rules made there under and Regulation 16(1) (b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and in respect of whom the Company has received a notice a writing under Section 160(1) of the Companies Act, 2013 from a Member proposing his candidature for office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a second term from 25 April 2022 to 31 March, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

7. Re-appointment of Mr. Ravindra Savant (DIN: 00569661) as Independent Director

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), (including any statutory modification(s) re-enactment thereof for the time being in force), Mr. Ravindra Savant (DIN: 00569661), who was appointed as an Independent Director with effect from 25 April 2017 and who holds office up to 24 April 2022 and who has been appointed as Additional Independent Director with effect from 25 April 2022, and who is eligible for re-appointment and meets the criteria for independence as provided under Section 149 (6) of the Companies Act, 2013 along with the Rules made there under and Regulation 16(1) (b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and in respect of whom the Company has received a notice a writing under Section 160(1) of the Companies Act, 2013 from a Member proposing his candidature for office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a second term from 25 April 2022 to 31 March 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

**By Order Of Board Of Directors
Univastu India Ltd**

Place: Pune

Date: 12 August, 2022.

NOTES:

1. Pursuant to the provisions of the Companies Act, 2013, (the Act), a Member entitled to attend and vote at the 13th Annual General Meeting is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. The instrument of Proxy in order to be effective and valid, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, Trust, society etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as Proxy on behalf of Members not exceeding fifty in numbers and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying Voting Rights. A member holding more than ten percent of the total share capital of the Company carrying Voting Rights may appoint a single person as Proxy for his/her entire shareholding and such person shall not act as a Proxy for any other person or shareholder.
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.

SD/-

Ankita Joshi

Company Secretary

3. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the Special Business as set out in Item No. 3 to 8 of the AGM Notice, to be transacted at the Meeting is annexed hereto.
4. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website www.univastu.com, website of National Stock Exchange of India Limited at www.nseindia.com and on the website of National Securities Depository Limited at www.evoting.nsdl.com.
5. Members who have not registered their e-mail ID's are requested to register their e-mail ID's with their respective Depository Participants (DPs). Alternatively, the members may also contact the R & T Agents at the email address rajeshm@bigshareonline.com or the Company at the email address cs@univastu.com to register their e-mail address (es) or changes therein, if any, at the earliest, to receive the future communication. Members are requested to quote their Client ID number with DP ID on all correspondence with the Company as the case may be. International Securities Identification Number given to your Company is INE562X01013.
6. Pursuant to the provisions of Section 91 of the Companies Act 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 17 September 2022 to Friday, 23 September 2022, (both days inclusive), for the purpose of AGM.
7. Details pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Regulations), in respect of Directors seeking appointment / re-appointment at this 13th Annual General Meeting forms part of this Notice.
8. Electronic copy of relevant documents referred to in the Notice and Explanatory Statement will be made available through email for inspection by the Members. A Member is requested to send an email to cs@univastu.com for the same.
9. Electronic copies of necessary statutory registers and auditors' reports / certificates will be available for inspection by the Members at the time of 13th Annual General Meeting.
10. Shareholders, who would like to express their views/have questions, may send their questions in advance mentioning their name demat account number, email id, mobile number at cs@univastu.com. The same will be replied by the Company suitably.
11. Remote E-voting:

In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended from time to time, Regulation 44 of the Regulations, including amendments there under and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, including amendments there under and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 13th Annual General Meeting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL), for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the 13th Annual General Meeting will be provided by NSDL.

The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the 13th Annual General Meeting through VC / OAVM but shall not be entitled to cast their vote again.
12. To ensure correct identity of each member and proxy holders attending meeting is expected to bring with him/her an appropriate ID document like Adhar Card, Driving License, Passport, Voter ID card, etc.
13. The Members/Proxies are requested to produce the attendance slip duly completed and signed at the entrance of the meeting.
14. Members, Proxies and Authorised Representatives are requested to bring the attendance slip duly filled in along with their copy of Annual Report to the Meeting.
15. The Route Map for Venue of 13th Annual General Meeting is given separately in this report.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, 20 September 2022 at 9:00 A.M. and ends on Thursday, 22 September, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 16 September 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 16 September 2022.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>A. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>B. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>C. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="534 1588 1005 1864" style="border: 1px solid black; padding: 5px;"> <p style="text-align: center; color: blue;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.



Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- (i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- (ii) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- (iii) How to retrieve your 'initial password'?
 - a. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - b. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at.evoting@nsdl.co.in send a request to Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in / 022-24994360 or Ms. Pallavi Mhatre, Assistant Manager - NSDL at pallavid@nsdl.co.in / 022-24994553.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@univastu.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@univastu.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode](#).
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF Annual General Meeting ARE AS UNDER:-

1. The procedure for e-Voting on the day of the 13th Annual General Meeting is same as the instructions mentioned above for remote e-voting.
2. Members who have voted through Remote e-Voting will be eligible to attend the Annual General Meeting. However, they will not be eligible to vote at the 13th Annual General Meeting.
3. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the 13th Annual General Meeting shall be the same person mentioned for remote e-voting.

**By Order Of Board Of Directors
Univastu India Ltd**

**Sd/-
Ankita Joshi
Company Secretary**

Place: Pune

Date: 12 August, 2022.

ANNEXURE TO THE NOTICE

STATEMENT OF MATERIAL FACTS ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36 (3) OF THE SECURITIES EXCHANGE BOARD OF INDIA (SEBI) (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Item No.-2 of the Notice :

(DIN: 02545231) retires by rotation and being eligible, offers herself for re-appointment.

Mrs. Rajashri Khandagale is Non-Executive and Non-Independent Director of the Company. She has completed her Bachelor's Degree in Commerce from Pune University and is associated with the Company since inception. She has been on the Board of our Company since 10 February 2015 and was appointed as Non-Executive Director w.e.f 25 October 2017.

She is a relationship builder with strong communication and inter-personal skills and 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.

Mrs. Rajashri Khandagale holds 4,77,000 (4.20% of the paid up capital) equity shares of the Company of Rs. 10 each. She is not a Director in any other listed Company.

She is a member of the Nomination Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee in the Company.

She has attended all ten meetings of the Board of Directors held during the Financial Year 2021-22.

Save and except, Mrs. Rajashri Khandagale and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the members

Item No.- 3 of the Notice :

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. A Company in which Mrs. Rajashri Khandagale is Director and Mr. Pradeep Khandagale is member.
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.

Save and except, Mr. Pradeep Khandagale and Mrs. Rajashri Khandgale and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

The Board recommends the ordinary resolution as set out in Item no. 4 of the Notice for the approval by the Members.

Item No.- 4 of the Notice :

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 with shareholding of 76%)
Name of the director or Key managerial personnel who is related and relationship:	Mr. Pradeep Khandagale, Managing Director of the Company. A Company in which Mr. Pradeep Khandagale is Director.
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. Univastu HVAC India Private Limited is a vendor 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.

Save and except, Mr. Pradeep Khandagale his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

Item No.- 5 of the Notice :

Mr. Pradeep Khandagale was appointed as Managing Director effective from 1 April 2017 for a term of five years.

Based on the recommendation made by the Nomination and Remuneration Committee (NRC), the Board at its meeting held on 1 April, 2017, passed a resolution for re-appointment of Mr Pradeep Khandagale as Managing Director of the Company for a period of 5 years commencing from 1 April 2017 to 31 March 2022, subject to approval of the Members.

His varied experience over such long period has resulted into a wide and deep understanding of all the aspects of business. This enables him to drive operational excellence and strategic growth in the organization and deliver effectively across the breadth of responsibilities. One of the key objectives of appointing Mr. Pradeep Khanadagale was to lead the restructuring of the Company and to change the direction towards the businesses which are growth oriented and profitable.

As the Managing Director, he is responsible for managing the day-to-day business affairs of the Company. This includes formulation & implementation of strategic business plans, brand strategy, implementation of organization structure, ramping up visibility of the Company with the external customers and partners, establishing strong business & operational processes and overseeing various compliances.

Under the leadership of Mr. Pradeep Khandagale , the Company has achieved continuous improvement in operating parameters and registered robust operating performance year on year.

His sustained and focused efforts on improving operational performance, building relationships with key stakeholders and improving internal processes have led to achieving of financial performance goals.

The principal terms and conditions of Mr. Pradeep Khandagale's reappointment as Managing Director (hereinafter referred to as 'Mr. Pradeep Khandagale' or the 'Managing Director ') and the main clauses of the agreement to be executed between the Company and Mr. Pradeep Khandagale are as follows:

1. Term and Termination:

- 1.1 From 1 April 2022 to 31 March 2027.
- 1.2 The Agreement may be terminated earlier, without any cause, by Mr. Pradeep Khandagale or the Company by giving six months' Notice of such termination to the other party or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Incentive Remuneration (paid at the discretion of the Board), in lieu of such Notice).

2. Duties and Powers:

- 2.1 The Managing Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its Associated Companies and/or subsidiaries, including performing duties as assigned to the Managing Director from time to time by serving on the Boards of such Associated Companies and/or subsidiaries or any other executive body or any committee of such a Company.

Notice

- 2.2 The Managing Director shall not exceed the powers so delegated by the Board above.
- 2.3 The Managing Director undertakes to employ the best of his skill and ability and to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.
- 2.4 Mr. Pradeep Khandagale shall undertake his duties from such location as may be directed by the Board.

3. Remuneration:

- 3.1 So long as the Managing Director performs his duties and conforms to the terms and conditions contained in the Agreement, he shall, subject to such approvals as may be required, be entitled to the following remuneration subject to deduction at source of all applicable taxes in accordance with the laws for the time being in force.
 - a) Salary: Basic Salary Rs. 2,70,000/- per month with authority to the Board to fix his salary from time to time.
 - b) Benefits, Perquisites, Allowances: In addition to the Salary referred to in (a) above, Managing Director shall be entitled to:
 - (i) House Rent Allowance: Rs.3,60,000/- p.a.
 - (ii) Reimbursement of hospitalisation and major medical expenses incurred as per Company Rules including Medclaim insurance premium for coverage of Rs. 20,00,000/- for 2 years.
 - (iii) Other perquisites and allowances given below per annum. This includes:
 - a. Medical allowance: Rs. 15,000/- p.a.
 - b. Leave Travel Concession/Allowance : N.A.
 - c. Meal vouchers and Other Allowances : N.A.
 - d. Washing Allowance: Rs. 18,000/- p.a.
 - e. Conveyance : Rs. 19,200 /- p.a.



- (iv) Contribution to Provident Fund and Gratuity as per the Rules of the Company: 12.5% of basic salary
 - (v) The MD shall be entitled to leave in accordance with Rules of the Company. The carry forward and encashment of leave earned but not availed by MD would be in accordance with the Rules of the Company.
- c) Earned Monthly PLI: Rs. 35,17,800 /- p.a.
- 3.2 Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits, or its profits are inadequate, the Company will pay to the Managing Director remuneration by way of Salary, Benefits, Perquisites and Allowances and Incentive Remuneration as specified above.
- 3.3 Insurance: The Company will take an appropriate Directors' and Officers' Liability Insurance policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire Term, subject to the terms of such policy in force from time to time.
4. The terms and conditions of the appointment of the Managing Director and/or the Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Managing Director, subject to such approvals as may be required.
5. The Managing Director, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
6. All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the Managing Director, unless specifically provided otherwise.
7. The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice:
- a. if the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or
 - b. in the event of any serious or repeated or continuing breach (after warning) or non-observance by the Managing Director of any of the stipulations contained in the Agreement; or
 - c. in the event the Board expresses its loss of confidence in the Managing Director.
8. In the event the Managing Director is not able to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
9. Upon the termination by whatever means of his employment under the Agreement:
- a. the Managing Director shall immediately cease to hold offices held by him in any holding Company, subsidiaries or associate Companies without claim for compensation for loss of office by Section 167(1)(h) of the Act and shall resign as trustee of any trusts connected with the Company;
 - b. the Managing Director shall not without the consent of the Board at any time thereafter represent himself as connected with the Company or any of its subsidiaries and associated Companies.
10. If and when the Agreement expires or is terminated for any reason whatsoever, Mr. Pradeep Khandagale will cease to be the Managing Director and cease to be a Director of the Company.

If at any time, the Managing Director ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director and the Agreement shall forthwith terminate. If at any time, the Managing Director ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and Managing Director of the Company.

Remuneration paid/payable to the Managing Director for FY 2021-22 is commensurate with industry standards and Board level positions held in similar sized companies, taking into consideration the individual responsibilities shouldered by him.

The Directors are of the view that the reappointment of Mr. Pradeep Khandagale as Managing Director will be beneficial to the functioning and future growth opportunities of the Company. The remuneration payable to him is commensurate with his abilities and experience and, accordingly, commend the Special Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the Members for their approval.

Other than Mr. Pradeep Khandagale, none of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution at Item No.5 of the accompanying Notice. Mr. Pradeep Khandagale is not related to any other Director or KMP of the Company.

Information pursuant to Schedule V of the Act.

I. General Information:

1. Nature of Industry: The Company is primarily in the business of engineering designing and construction.
2. Date of /expected date of commencement of commercial production: Not Applicable
3. In case of new companies, expected date of commencement of activities as per project approved by financial institution appearing in the prospectus: Not applicable.
4. Financial performance based on given indicators:

(Rs. in lakhs)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Consolidated Revenue from Operations (Gross)	5917.00	5162.76
Standalone Revenue from Operations (Gross)	5905.40	5150.06
Consolidated Profit/ (Loss) for the period	720.84	1313.27
Standalone Profit/(Loss) for the period	718.14	1295.55
Profit/Loss pursuant to Section 198 of the Companies Act, 2013.	714.14	129.55

5. Foreign investments or collaborators, if any:

The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company. Foreign investors mainly comprise of investors in the Company because of past issuances of shares and secondary market purchase.

II. Information about the Appointee:

1. Background details

Mr. Pradeep Khandagale is the Chairman and Managing Director of UNIVASTU INDIA LTD. He is a Civil Engineer from the University of Mumbai. Hailing from a humble background and leading a distinguished and promising professional career, he chooses to actualize his aspirations.

He has been associated with UNIVASTU 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. His extensive Construction knowledge, passion and work ethics set the path towards Vision and Mission of the Company.

He envisions expanding UNIVASTU pan INDIA and Globally with Credible and Innovative Work.



This varied experience over such long period has resulted into a wide and deep understanding of the levels of business. This enables him to drive operational excellence across the breadth of responsibilities.

Past Remuneration

(Rs. in lakhs)

Particulars	Amount
For FY ended 31 March 2021	42,00,000/-

Contribution to Provident Fund, Gratuity as per the Rules of the Company.

Leave and encashment of un-availed leave as per the Rules of the Company.

3. Recognition and Awards- Not Applicable.

4. Job Profile and his suitability

Taking into consideration the size of the Company, the complex nature of its operations, the strategic and operational restructuring and transformation required and Mr. Pradeep Khandagale's broad functional and general management skills, his rich experience of over 17 years in growing organizations and developing new markets, the Board reappointed Mr. Pradeep Khandagale effective from 1 April, 2022. Also, as a Director, he is nominated on the Board of Company's wholly owned Subsidiaries and Associate Company.

5. Remuneration proposed

As specified in the Resolution for Mr. Pradeep Khandagale.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Considering the industry in which the Company operates, the size of the business as well as the profile of Mr. Pradeep Khandagale and the responsibilities shouldered by him, the remuneration proposed is commensurate with the remuneration packages paid to similar senior level appointees in other Companies in the industry.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:\

Mr. Pradeep Khandagale has joined the Company in a professional capacity and meets the criteria of a professional director with appropriate qualifications, does not hold any securities of the Company and is not related to the promoters or any director of the Company. Besides the remuneration paid/payable to Mr. Pradeep Khandagale, he does not have any other pecuniary relationship with the Company or with the managerial personnel of the Company.

III. Other information

(i) **Reasons of loss or inadequate profits:** Not Applicable

(ii) **Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:** Not Applicable

(iii) **Expected increase in productivity and profits in measurable terms:** Not Applicable

(iv) **Stock Option:** Not Applicable

Item No 6 & 7 of the Notice:

Upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 12 August, 2022, approved the re-appointment of Major General (Dr.) Vijay Pawar and Mr. Ravindra Savant as an Independent Directors of the Company for a second term of two consecutive years with effect from 25 April, 2022 to 31 March, 2027 based on the skills, experience, knowledge and report of his performance evaluation.

The re-appointment is subject to the approval of the shareholders at this AGM by way of a Special Resolution. They will not be liable to retire by rotation. Major General (Dr.) Vijay Pawar and Mr. Ravindra Savant has given consent to act as a Director on the Board of the Company. The Company has received a notice in writing from a member proposing candidature of Major General (Dr.) Vijay Pawar and Mr. Ravindra Savant for the office of Independent Director, to be appointed as such under Section 149 of the Act. The Company has received

a declaration from Major General (Dr.) Vijay Pawar and Mr. Ravindra Savant to the effect that he meets the criteria of independence as provided in the Act and the Listing Regulations and that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Board is of the opinion that Major General (Dr.) Vijay Pawar and Mr. Ravindra Savant possesses the requisite skills, experience and knowledge relevant to the Company's business. Considering the significant benefits reaped by the Company from his experience, expertise and mature advice to the business of the Company during their tenure as Independent Directors, it would be of immense benefit to the Company to continue to have their association with the Company as Independent Directors of the Company. The Board recommends continuation of appointment of Major General (Dr.) Vijay Pawar and Mr. Ravindra Savant as an Independent Directors of the Company for a further period of 5 years from 25 April, 2022. In the opinion of the Board, Major General (Dr.) Vijay Pawar and Mr. Ravindra Savant fulfills the conditions specified in the Act and the Rules thereunder and the Listing Regulations and is independent of the Management. The Board recommends the appointment of Major General (Dr.) Vijay Pawar and Mr. Ravindra Savant as an Independent Directors as set out in Item No. 6 and 7 of AGM Notice for the approval of the shareholders. Except for Major General (Dr.) Vijay Pawar and Mr. Ravindra Savant, being appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Resolutions.

Major General (Dr.) Vijay Pawar

Major General (Dr.) Vijay Pawar holds a Masters Degree of Science in Defence Studies from the University of Madras, a Degree in Mechanical Engineering from College of Military Engineering, Diploma in Human Resource Management, and Ph.D in Human Resource Management from Dr. D. Y. Patil Vidyapeeth, Pune.

He has served in the Army for 37 + 4 years (training period), in the ranks of 2/Lt to Major General. He has served all over the Country and Abroad. He took part in 1971 Operation against the Pakistanis, served in the states of Jand K, Punjab, East part of the Country and as Chief Engineer with Air Force.

During his service he held important appointments of BM as Infantry Brigade GSO1 in AHQ, Colonel Administration of an Infantry Division, Commander as Engineer Brigade, Chief Engineer, Eastern Air Command, Commandant MEG and Centre, ADG Personnel in E and C Branch, Director General Military Police and Major General Administration in Northern Command Headquarters. He retired from Active Military Service in Sep 2004. He has been an Independent Director of UNIVASTU since 01.04.2017.

He is associated with Military Schools at Raigad and Satara as a member in their Academic Council. He is a Member of Services Preparatory Institute Aurangabad, which is an Institution of the Government of Maharashtra. He is a trustee of Queen Mary's Technical Institute for differently abled soldiers. He had received prestigious AtiVishishtSeva Medal and VishishtSeva Medal in his army career.

Mr. Ravindra Savant

Mr. Ravindra Savant is a Chartered Accountant with Graduation in Commerce and Financial Conduct Authority. He is the Fellow Member of Institute of Chartered Accounts of India, New Delhi, and Member of Income Tax Appellate Tribunal Bar Council, Mumbai. He has an experience of more than 35 years in the field of Consultancy, Accounts and Finance. He has been an Independent Director of UNIVASTU since 01.04.2017.

Also, he has held many prestigious positions in different Government and Non-Government organisations. He has served as the Vice President (West Zone) of the BCCI from September 2013 to March 2015. He has served as a Hon. Treasurer of the BCCI from June 2013 to September 2013. He has served as the President, Vice President and Hon. Treasurer of the Mumbai Cricket Association from 1990-2014(four terms).

**By Order Of Board Of Directors
Univastu India Ltd**

Sd/-

Ankita Joshi

Company Secretary

Place: Pune

Date: 12 August, 2022.

Annexure A

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards – 2 on General Meetings

Details of Directors seeking Appointment / Reappointment at the 13th AGM of the Company to be held on Friday, 23 September, 2022.

Mr. Pradeep Khandagale (DIN: 01124220)

Date of Birth	19/07/1978
Date of Appointment	01/04/2017
Qualification / expertise in specific functional areas	<p>Mr. Pradeep Khandagale is the Chairman and Managing Director of UNIVASTU INDIA LTD. He is a Civil Engineer from the University of Mumbai. Hailing from a humble background and leading a distinguished and promising professional career, he chooses to actualize his aspirations. He has been associated with UNIVASTU 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. His extensive Construction knowledge, passion and work ethics set the path towards Vision and Mission of the Company.</p> <p>He envisions expanding UNIVASTU pan INDIA and Globally with Credible and Innovative Work. This varied experience over such long period has resulted into a wide and deep understanding of the levels of business. This enables him to drive operational excellence across the breadth of responsibilities.</p>
Directorship held in other Companies	<ul style="list-style-type: none"> • Unigrano India Private Limited • India Property Port Limited • Unique Vastu Nirman and Projects Private Limited • Unicon Vastu India Private Limited • Univastu HVAC India Private Limited • Leadline Constructions Private Limited • Bio Mining India Private Limited • Univastu Charitable Foundation
Membership of committees across Companies	Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee
Shares held as on 31/03/2022	78,73,000

Mrs. Rajashri Khandagale (DIN: 02545231)

Date of Birth	1/10/1980
Date of Appointment	25/09/2019
Qualification / expertise in specific functional areas	<p>Mrs. Rajashri Khandagale 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. She has been instrumental in supporting the overall administration of the Company. She brings on board her Unique Vision, Management Practices, with her specialized knowledge of Administration in the Company. 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.</p>

Directorship held in other Companies	<ul style="list-style-type: none"> • Univastu India Limited • Unigrano India Private Limited • India Property Port Limited • Unique Vastu Nirman and Projects Private Limited • Unique Vastu Developers Private Limited • Univastu Charitable Foundation
Membership of committees across Companies	Stakeholders Relationship Committee, Nomination and Remuneration Committee
Shares held as on 31/03/2022	4,77,000

Major General (Dr.) Vijay Pawar (DIN: 07135572)

Date of Birth	24/09/1946
Date of Appointment	25/04/2017
Qualification / expertise in specific functional areas	<p>Major General (Dr.) Vijay Pawar holds a Masters Degree of Science in Defence Studies from the University of Madras, a Degree in Mechanical Engineering from College of Military Engineering, Diploma in Human Resource Management, and Ph.D in Human Resource Management from Dr. D. Y. Patil Vidyapeeth, Pune.</p> <p>He has served in the Army for 37 + 4 years (training period), in the ranks of 2/Lt to Major General. He has served all over the Country and Abroad. He took part in 1971 Operation against the Pakistanis, served in the states of Jand K, Punjab, East part of the Country and as Chief Engineer with Air Force.</p> <p>During his service he held important appointments of BM as Infantry Brigade GSO1 in AHQ, Colonel Administration of an Infantry Division, Commander as Engineer Brigade, Chief Engineer, Eastern Air Command, Commandant MEG and Centre, ADG Personnel in E and C Branch, Director General Military Police and Major General Administration in Northern Command Headquarters.</p>
Directorship held in other Companies	NIL
Membership of committees across Companies	Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee
Shares held as on 31/03/2022	5974

Mr. Ravindra Savant (DIN: 00569661)

Date of Birth	12/01/1952
Date of Appointment	25/04/2017
Qualification / expertise in specific functional areas	Mr. Ravindra Savant is a Chartered Accountant with Graduation in Commerce and Financial Conduct Authority. He is the Fellow Member of Institute of Chartered Accounts of India, New Delhi, and Member of Income Tax Appellate Tribunal Bar Council, Mumbai. He has an experience of more than 35 years in the field of Consultancy, Accounts and Finance.
Directorship held in other Companies	<ul style="list-style-type: none"> • Swagharkul Developers Private Limited • Bridge Medisales Private Limited • All Indian Origin Chemists & Distributors Ltd. • Facile Marketing and Management Services Limited
Membership of committees across Companies	Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee
Shares held as on 31/03/2022	10,000



Route Map to the AGM Venue

