

Date: 3<sup>rd</sup> September, 2025

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: <u>UNIVASTU</u>

# Sub.: Notice of 16th Annual General Meeting of Univastu India Limited for FY 2024-2025

Dear Sir.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Notice of the 16<sup>th</sup> AGM of the Company for the year ended March 31, 2025, to be held on Saturday, 27th September, 2025, at 11:00 a.m. (IST), at PYC Hindu Gymkhana CTS No. 766, F.P. No. 244, Bhandarkar Road, Pune, Maharashtra 411004.

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has fixed Friday,19<sup>th</sup> September, 2025 as the cut-off date to record the entitlement of the Members to cast their votes through e-voting for the AGM.

The Annual Report for FY 2024-25 is being made available on the website of the Company at <a href="https://univastu.com/wp-content/uploads/2025/09/Univastu-Annual-Report">https://univastu.com/wp-content/uploads/2025/09/Univastu-Annual-Report</a> 2025-Final-File.pdf

The above is for your information and record. You are requested to kindly take the same on records. Thanking you.

Yours faithfully, For, Univastu India Ltd

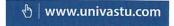
Sakshi Tiwari Company Secretary & Compliance Officer Membership No: ACS67056

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

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

info@univastu.com

+91-20-2543 4617 / +91 95525 03166 Connect with us on: In G





# NOTICE OF 16<sup>TH</sup> ANNUAL GENERAL MEETING

To,
The Members of the Company

**Notice** is hereby given that the 16<sup>th</sup> Annual General Meeting of the members of **UNIVASTU INDIA LIMITED** is scheduled to be held on Saturday, 27<sup>th</sup> September, 2025 at 11:00 A.M. (IST) at PYC DECCAN GYM KHANA CTS No. 766, F.P. No. 244, Bhandarkar Road, Pune, Maharashtra 411004 to transact the businesses as mentioned below:

#### **ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon.
- **2.** To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 together with report of Auditors thereon.
- **3.** To appoint a Director in place of Mrs. Rajshri Pradeep Khandagale (DIN: 02545231), who retires by rotation and being eligible, offers herself for re-appointment.
- **4.** To consider appointment of M/s D R B S V and Associates, Chartered Accountants, Pune (FRN: 122260W) as a Statutory Auditors of the Company and to fix their remuneration.

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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s. D R B S V and Associates, Chartered Accountants, Pune (Firm Registration No.122260W) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 16<sup>th</sup> Annual General Meeting (AGM) until the conclusion of the 21<sup>st</sup> AGM of the Company to be held in the financial year 2030-31, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to this resolution."

### **SPECIAL BUSINESS:**

5. TO APPOINT M/S. MSN ASSOCIATES, PRACTICING COMPANY SECRETARIES, PUNE, (ICSI UNIQUE CODE: P2006MH082500) AS THE SECRETARIAL AUDITORS OF THE COMPANY.

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 Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Act"), M/s MSN Associates, Practicing Company Secretaries (ICSI Unique Code: P2006MH082500) be and is hereby appointed as Secretarial Auditors of the Company for a period of 5 consecutive years, from 1st April, 2025 to 31st March, 2030 ('the Term'), on such terms & conditions, including remuneration as may be determined by the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board).

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to this resolution."

6. 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 2025-26 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."

### 7. 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 2025-26 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 Unigrano 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."

### 8. APPROVAL OF RELATED PARTY TRANSACTIONS WITH UNIVASTU BOOTES INFRA LLP

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 Univastu Bootes Infra LLP 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 2025-26 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 M/s Univastu Bootes Infra LLP 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."

## 9. APPROVAL OF RELATED PARTY TRANSACTION WITH UNIVASTU HVAC INDIA PRIVATE LIMITED

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014; SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the prevailing provisions of the Companies Act, 2013 read with rules made 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 Univastu HVAC India Private limited for sale, purchase, transfer or receipt of products, goods, materials, assets or services for an estimated amount of up to a maximum amount Rs. 100 Crores (Rupees One Hundred Crores) from the financial year 2025-26 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 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."

### 10. INCREASING THE AUTHORISED SHARE CAPITAL OF THE COMPANY:

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 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the applicable rules made thereunder, including any statutory modification(s) or re-enactments thereof for the time being in force) and Articles of Association of the Company, consent of the members be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs.20,00,00,000/-(Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) Equity Shares of the face value of Rs.10/- (Rupees Ten only) each to Rs. 50,00,00,000/- (Rupees Fifty Crores) divided into 5,00,00,000 (Five Crore Only) Equity Shares of the face value of Rs. 10/- (Rupees Ten) each ranking pari passu in all respects with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company and that consequently Clause No. V (a) of the Memorandum of Association of the Company, be and is hereby altered to read as follows:

"The Authorised Share Capital of the Company is Rs. 50,00,00,000/-(Rupees Fifty Crore only) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each."

**RESOLVED FURTHER THAT** Board of Directors of the Company and Company Secretary of the Company, be and are hereby authorized to file the necessary documents/form(s) with the Registrar of Companies or such other Statutory bodies as may be required and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

## 11. ISSUANCE OF BONUS SHARES

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 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to

acceptance of such conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalisation of a sum not exceeding Rs. 38,03,57,700/- (Rupees Thirty Eight Crore Three Lakhs Fifty Seven Thopusand Seven Hundred) from and out of the free reserve, and/or any other permitted reserves/ surplus of the Company, as may be considered appropriate for the purpose of issue of bonus equity share of Rs 10/- (Rupees Ten) each, credited as fully paid to eligible members of the Company holding equity shares of Rs 10/- (Rupees Ten) each of the Company whose names appear in the Register of Members and in the beneficial records of the depositories on the 'Record Date' determined by the Board for this purpose, in the proportion of 2:1 that is 2 (Two) new fully paid-up equity shares of Rs 10/- (Rupees Ten) each held by them and 13,66,000 (Thirteen Lakh Sixty Six Thousand) equity shares of Rs. 10 (Rupees Ten) each be reserved for the holders of Compulsory Convertible Warrants issued by the Company in the Financial 2024-2025;

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

**RESOLVED FURTHER THAT** Board of Directors of the Company and Company Secretary of the Company, be and are hereby authorized to file the necessary documents/form(s) with the Registrar of Companies or such other Statutory bodies as may be required and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

12. RE-APPOINTMENT OF MR. NARENDRA BHAGATKAR (DIN: 08744690), AS A WHOLE TIME DIRECTOR, (DESIGNATED AS AN EXECUTIVE DIRECTOR) OF THE COMPANY FOR FURTHER PERIOD OF 5 YEARS W.E.F. 1<sup>ST</sup> JULY, 2025.

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) 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) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded for reappointment of Mr. Narendra Bhagatkar (DIN: 08744690) as a Whole-time Director, designated as an Executive Director, for the further period of 5 (five) consecutive years with effect from 1st July, 2025 till 30th June, 2030 at a monthly remuneration of Rs. 2,00,000/- and on such terms and conditions as set out in the explanatory statement to this Notice.

**RESOLVED FURTHER THAT** the Board may at any time amend, alter or revise the terms and conditions of the remuneration of Mr. Narendra Bhagatkar, Whole-time Director of the Company and make necessary provision of remuneration in the accounts of the Company.

**RESOLVED FURTHER THAT** any one of the Directors of the Company/Company Secretary be and is hereby severally authorised to sign, submit all necessary e-forms, papers, documents to the Registrar of Companies/Stock Exchange and to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution."

13. TO APPROVE THE APPOINTMENT OF MR. RAJIV KAPOOR (DIN: 11135320) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE PERIOD OF 5 CONSECUTIVE YEARS W.E.F 9<sup>TH</sup> JULY, 2025.

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 149,150, 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) reenactment thereof for the time being in force), Mr. Rajiv Kapoor (DIN: 11135320), who was appointed as an Additional Director, designated as an 'Non-executive and Independent Director' with effect from 9<sup>th</sup> July, 2025, and who is eligible for 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 term of 5 (five) consecutive years commencing from 9<sup>th</sup> July, 2025 till 8<sup>th</sup> July, 2030.



**RESOLVED FURTHER THAT** subject to the necessary permissions/approvals, the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) or Company Secretary of the Company be and are hereby severally authorized to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, as may be required to give effect to the above resolution."

By Order Of Board of Directors Univastu India Limited

> SD/-Sakshi Tiwari Company Secretary

Place: Pune Date: 29<sup>th</sup> August, 2025

#### **NOTES:**

- 1. Pursuant to the provisions of the Companies Act, 2013, (the Act), a Member entitled to attend and vote at the 16<sup>th</sup> 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.
- 3. Statement explaining material facts pursuant to Section 102 (1) of the Companies Act, 2013 relating to the Special Business as set out in Item No. 5 to 13 of the AGM Notice, to be transacted at the Meeting is annexed hereto.
  - 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.
  - 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.
- 4. 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 Sunday ,21st September, 2025 to Saturday, 27th September, 2025 (both days inclusive), for the purpose of AGM.
- 5. 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 16<sup>th</sup> Annual General Meeting forms part of this Notice.
  - 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.
- 6. Electronic copies of necessary statutory registers and auditors' reports / certificates will be available for inspection by the Members at the time of 16<sup>th</sup> Annual General Meeting.

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.

In compliance with the General Circulars, the Notice of the 16<sup>th</sup> Annual General meeting other documents required to be attached thereto, are sent in electronic mode only to those members whose email address is registered with the Company/Depository Participant(s)/Registrar and Transfer agents. The requirements of sending physical copy of aforesaid documents has been dispensed with vide MCA & SEBI Circulars. The aforesaid documents will also be available on the Company's website at www.univastu.com under section "Investors, and on the website of the Company's Registrar and Transfer Agent Bigshare Services Pvt. Ltd at https://ivote.bigshareonline.com.

### 7. 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 (SS-2) 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 16<sup>th</sup> Annual General Meeting. For this purpose, the Company has entered into an agreement with Company's Registrar and Transfer Agent, Bigshare Services Pvt. Ltd 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 16<sup>th</sup> Annual General Meeting will be provided by Bigshare Services Pvt. Ltd.

The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the 16<sup>th</sup> Annual General Meeting through VC / OAVM but shall not be entitled to cast their vote again.

- 8. 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.
- 9. The Members/Proxies are requested to produce the attendance slip duly completed and signed at the entrance of the meeting.
- 10. 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.
- 11. The Route Map for Venue of 16th 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 Wednesday, 24<sup>th</sup> September 2025 at 9:00 A.M. and ends on Friday, 26<sup>th</sup> September, 2025 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, 19<sup>th</sup> September 2025, 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, 19<sup>th</sup> September 2025.

- i. The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.



- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 ld in their demat accounts in order to access e-Voting facility.
- 1. <u>Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:</u>

Type of shareholders		Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	1.	Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="https://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
	2.	After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b> , so that the user can visit the e-Voting service providers' website directly.
	3.	If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a>
	4.	Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> 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 able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	1.	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.
	2.	If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>
	3.	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.

	4. For OTP based login you can click on
	https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to
	enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP.
	Enter the OTP received on registered email id/mobile number and click on login. After
	successful authentication, you will be redirected to NSDL Depository site wherein you
	can see e-Voting page with all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you
	,
	will be re-directed to i-vote (E-voting website) for casting your vote during the remote
	e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders	You can also login using the login credentials of your demat account through your
(holding securities	Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful
in demat mode)	login, you will be able to see e-Voting option. Once you click on e-Voting option, you will
login through	be redirected to NSDL/CDSL Depository site after successful authentication, wherein
their <b>Depository</b>	you can see e-Voting feature. Click on company name or e-Voting service provider
Participants	name and you will be redirected to e-Voting service provider website for casting your
i ai deipaires	, , , , , , , , , , , , , , , , , , , ,
	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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in	Members facing any technical issue in login can contact CDSL
Demat mode with <b>CDSL</b>	helpdesk by sending a request at helpdesk.evoting@cdslindia.
	com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in	Members facing any technical issue in login can contact NSDL
Demat mode with <b>NSDL</b>	helpdesk by sending a request at evoting@nsdl.com or call at 022-
	48867000.

# 2. <u>Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:</u>

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "LOGIN" button under the 'INVESTOR LOGIN' section to Login on E-Voting Platform.
- Please enter you 'USER ID' (User id description is given below) and 'PASSWORD' which is shared separately on you register email id.
  - o Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
  - o Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - o Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

**Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

• Click on I AM NOT A ROBOT (CAPTCHA) option and login.

**NOTE**: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'Reset'. (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).



## Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "VOTE NOW" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "IN FAVOUR", "NOT IN FAVOUR" or "ABSTAIN" and click on "SUBMIT VOTE". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on investor portal.

### 3. <u>Custodian registration process for i-Vote E-Voting Website:</u>

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "User id and password will be sent via email on your registered email id".
  - **NOTE**: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on 'LOGIN' under 'CUSTODIAN LOGIN' tab and further Click on 'Forgot your password?
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'RESET.

  (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

## Voting method for Custodian on i-Vote E-voting portal:

• After successful login, **Bigshare E-voting system** page will appear.

## **Investor Mapping:**

- First you need to map the investor with your user ID under "DOCUMENTS" option on custodian portal.
  - o Click on "DOCUMENT TYPE" dropdown option and select document type power of attorney (POA).
  - o Click on upload document "CHOOSE FILE" and upload power of attorney (POA) or board resolution for respective investor and click on "UPLOAD".
    - **Note**: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)
  - Your investor is now mapped and you can check the file status on display.

## Investor vote File Upload:

- To cast your vote select "VOTE FILE UPLOAD" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on custodian portal.

## Helpdesk for queries regarding e-voting:

Login type	Helpdesk details	
Shareholder's other than individual	In case shareholders/ investor have any queries regarding E-voting, you	
shareholders holding shares in Demat	may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting	
mode & Physical mode.	module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download	
	section or you can email us to ivote@bigshareonline.com or call us at:	
	1800 22 54 22, 022-62638338	

# 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 16<sup>th</sup> Annual General Meeting is same as the instructions mentioned above for remote e-voting.
- 2. Only those Members/ shareholders, who will be present in the 16<sup>th</sup> Annual General Meeting and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 16<sup>th</sup> Annual General Meeting.
- 3. 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 16<sup>th</sup> Annual General Meeting.
- 4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the 16<sup>th</sup> Annual General Meeting shall be the same person mentioned for remote e-voting.

By Order of Board of Directors Univastu India Ltd

> Sakshi Tiwari Company Secretary

Place: Pune

Date: 29<sup>th</sup> August, 2025



### **ANNEXURE TO THE NOTICE**

STATEMENT OF MATERIAL FACTS ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (ITEM NO 5 TO ITEM NO 12) AND REGULATION 36 (3) OF THE SECURITIES EXCHANGE BOARD OF INDIA (SEBI) (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

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

Mrs. Rajashri Khandagale (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<sup>th</sup> 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 (3.98 % of the paid up capital) equity shares of the Company of Rs. 10 each. She has been appointed as an additional director of Opal Luxury Time Products Limited, NSE based Listed Company w.e.f 08/05/2024 and as a Non-Executive Director in Jiya Eco-Products Limited, BSE Based Listed Company w.e.f 26/12/2024

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

She has attended all 9 meetings of the Board of Directors held during the Financial Year 2024-25.

Details of Mrs. Rajashri Khandagale pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Notice.

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. 3 of the Notice for approval by the members.

### Item No -4. of the Notice:

M/S P. V. PAGE & CO. Chartered Accountants, Mumbai, (FRN:107243W) have been the statutory auditor of the Company since their first appointment at the Annual General Meeting held on 30<sup>th</sup> September, 2015. Pursuant to the provisions of section 139(2) of the Companies Act, 2013 read with applicable rules made thereunder, the term of the present statutory auditors expires at the conclusion of this annual general meeting. The Board of Directors place on the records their appreciation for the services rendered by M/s P. V. PAGE & CO.

Accordingly, the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on 12<sup>th</sup> August, 2025, proposed the appointment of M/s D R B S V and Associates, Chartered Accountants, Pune (FRN: 122260W) as the Statutory Auditors of the company to hold office for the period of five consecutive years starting from the conclusion of the 16<sup>th</sup> Annual General Meeting for the financial year 2024-25 till the conclusion of the 21<sup>st</sup> Annual General Meeting to be held for the financial year 2030-31.

M/s D R B S V and Associates have consented to the aforesaid appointment and confirmed that their appointment, if made will be in accordance with the provisions of section 139, 141 and other relevant provisions of the Act and the Companies (Audit & Auditors) Rules, 2014.

# Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 are as under:

	Authority to Board of Directors/ the Audit Committee to fix the remuneration later in consultation with the Statutory Auditors
Term of appointment	First term of 5 years
appointment including the details	Given the nature, size and spread of Company's operations, and expansion in the business, it is required to have a competent, experienced and highly professional
Statutory auditor proposed to be	· · · · · · · ·   · · · · ·
appointed	under the Companies Act, 2013 and the applicable rules made thereunder.

### **Brief Profile of Statutory Auditor**

M/s D R B S V and Associates is a distinguished Chartered Accountant partnership firm based in Pune, Maharashtra. The firm was established in the year 2002 and has built a reputation as one of Pune's leading audit and advisory practices.

## **Key Details**

- Year of Establishment: 2002
- · Location: Tilak Road, Sadashiv Peth, Pune 411030, Maharashtra, India
- Firm Type: Partnership
- Partners: Two partners driving growth, supported by a team of full-time CAs and professional staff.
- Total Team Size: Around 45 professionals and article assistants

### **Core Services**

- Audit & Assurance
- Direct Tax Advisory (Income Tax Audits, Compliance, Assessment)
- Indirect Tax Advisory (GST, Service Tax)
- Transaction Advisory
- Financial Statement Preparation

### **Specialization Areas**

- Statutory and Internal Audits
- Tax Planning and Compliance (Direct & Indirect Taxation)
- Business Consultancy for SMEs and Corporate Clients
- Regulatory Advisory and Financial Reporting

## **Clientele & Reputation**

- The firm has long-standing relationships and a strong base in Pune's business
- community, recognized for its professionalism and ethical standards.
- It serves corporate houses, family-run businesses, high net-worth individuals, and
- · non-profit organizations.
- The firm serves various business entities in the field of construction &
- development, hospitals, hospitality, engineering companies, logistics
- companies, auto component manufacturers, software companies etc.
- Maintains industry leadership through continuous training, robust mentorship for
- staff and article assistants, and adaptation to changes in tax and audit regulation.
- The firm celebrated over 24 years of continuous service, showing deep-rooted expertise and stability.

None of the 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. 4 for the approval of Members

## Item No.- 5 of the Notice:

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Audit Committee and the Board of Directors at their respective meetings held on 27<sup>th</sup> May, 2025 have approved subject to approval of Members, appointment of M/s. MSN Associates, Peer Reviewed Firm of Company Secretaries in Practice(ICSI Unique Code: P2006MHO82500) as Secretarial Auditors for a term of 5(Five) consecutive years from 1st April, 2025 to 31st March, 2030.



# Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 are as under:

Proposed fees payable to the Secretarial auditors for the financial year 2025-2026	As decided in the meeting of Board of Directors/ the Audit Committee of the Company.
Term of appointment	First term of 5 consecutive years (1st April, 2025 to 31st March, 2030)
in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	M/s MSN Associates, has been the Secretarial Auditors of the Company from FY 22-23 and as part of their Secretarial audit they have demonstrated their expertise and proficiency in handling Secretarial audits of the Company till date.  But considering the enhanced size of the operations of the Company, scope of services and experience, profile and caliber of the proposed Auditors, the fees is reasonable and is commensurate with the experience and scope of work.
Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial auditor proposed to be appointed	audit firm. The recommendations made by the Audit Committee and the Board
Brief Profile of Secretarial Auditor	MSN Associates [earlier known as Bapat Marathe & Associates] is a firm of Company Secretaries comprising of three partners having vast experience in the field of Company Law. The firm was formed in the year 1994 and renamed as MSN Associates on 1st April, 2006. The firm is registered with The Institute of Company Secretaries of India, New Delhi, and with the Registrar of Firms, Pune.
	The firm provides professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations, Intellectual Properties Rights, Limited Liability Partnership Act. It also renders services such as Vetting & Drafting of Various Agreements Due Diligence for Banks and also during Acquisitions of companies, Due Diligence Audits and Compliance Audits.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.5

The Board recommends the Ordinary Resolution set out at Item No. 5 for the approval of Members.

### Item No.- 6 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	Mr. Pradeep Khandagale, Managing Director and Mrs. Rajashri Khandagale, Non-
managerial personnel who is related	Executive Director of the Company.
and relationship:	A Company in which Mrs. Rajashri Khandagale is Director and Mr. Pradeep
	Khandagale is member.
Material Terms of the Contracts/	Sale, purchase, transfer or receipt of products, goods, materials, assets or services
Arrangements/Transactions:	on arm's length basis.

Monetary Value:	The value of transactions is likely up to an amount of Rs.100 crores or ten per cent of the annual consolidated turnover of the listed entity as per the latest audited financial statements of the listed entity
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. 6 of the Notice for the approval by the Members.

### Item No.- 7 of the Notice:

Unigrano 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 Unigrano 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 Unigrano 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. Unigrano India Private Limited
managerial personnel who is related	Mr. Pradeep Khandagale, Managing Director and Mrs. Rajashri Khandagale, Non-Executive Director of the Company.
and relationship:	A Company in which Mr. Pradeep Khandagale and Mrs. Rajashri Khandagale are Directors & members
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 or ten per cent of the annual consolidated turnover of the listed entity as per the latest audited financial statements of the listed entity
Other information:	M/s. Unigrano India Private Limited is a vendor and all prices are agreed based on market competitiveness.

The material contracts/arrangements/transactions with M/s. Unigrano 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 and Mrs. Rajashri Khandgale 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.

The Board recommends the ordinary resolution as set out in Item no. 7 of the Notice for the approval by the Members.

### Item No.- 8 of the Notice:

Univastu Bootes Infra LLP 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 Bootes Infra LLP 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 Bootes Infra LLP 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 Bootes Infra LLP (Univastu India Limited holds 51%)
	Mr. Pradeep Khandagale, Managing Director of the Company.  A Limited Liability Partnership in which the company holds 51% of capital contribution through its nominee, Mr. Pradeep Khandagale who is Designated Partner in the LLP.
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 or ten per cent of the annual consolidated turnover of the listed entity as per the latest audited financial statements of the listed entity
Other information:	M/s. Univastu Bootes Infra LLP is a vendor and all prices are agreed based on market competitiveness.

The material contracts/arrangements/transactions with M/s. Univastu Bootes Infra LLP 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.

The Board recommends the ordinary resolution as set out in Item no. 8 of the Notice for the approval by the Members.

### Item No.- 9 of the Notice:

Univastu HVAC 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 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 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 Private Limited.
Name of the director or Key managerial	Mr. Pradeep Khandagale, Managing Director of the Company.
personnel who is related and relationship:	A Company in which Mr. Pradeep Khandagale is a Director.
Material Terms of the Contracts/ Arrangements/	Sale, purchase, transfer or receipt of products, goods, materials, assets or
Transactions:	services on arm's length basis.
Monetary Value:	The value of transactions is likely up to an amount of Rs.100 crores or ten
	per cent of the annual consolidated turnover of the listed entity as per
	the latest audited financial statements of the listed entity
Other information:	M/s. Univastu HVAC Private Limited is a vendor and all prices are agreed
	based on market competitiveness.

The material contracts/arrangements/transactions with M/s. Univastu HVAC 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 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. 9 of the Notice for the approval by the Members.

### Item No.- 10 of the Notice:

The existing Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crore only) comprising of 2,00,00,000 (Two Crore) Equity Shares of the face value of Rs. 10/- (Rupees Ten) each. In order to enable the Company to issue further shares, the Board, at its meeting held on 29th August, 2025 approved increase in the Authorised Share Capital from existing Rs.20,00,00,000/- (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) Equity Shares of the face value of Rs.10/- (Rupees Ten only) each to Rs. 50,00,00,000/- (Rupees Fifty Crores) divided into 5,00,00,000 (Five Crore Only) Equity Shares of the face value of Rs. 10/- (Rupees Ten) each, subject to shareholders approval.

As a consequence of proposed increase of Authorised Share Capital of the Company, the existing Authorised Share Capital Clause in Memorandum of Association of the Company needs to be altered accordingly. Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The amended set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours. Any member who desires to inspect the said MOA can send request by email at the email ID mentioned in the notice and the company will provide the said copies by email to such member.

Your Directors, therefore, recommend passing of this resolution as Ordinary Resolution, as set out in Item No. 10 of this Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives, other than to the extent of their shareholding in the Company and are concerned / interested, financially or otherwise, in passing of this resolution.

#### Item No.- 11 of the Notice:

In order to enhance the wealth creation to the shareholders and to increase the liquidity of the equity shares for broader participation, the Board of Directors in their meeting held on 29th August, 2025 recommended the issue of Bonus Shares in the proportion of 2 (Two) new Equity Shares of Face value Rs. 10 (Rupees Ten) each for every 1 (One) existing Equity Shares of Face value Rs. 10 (Rupees Ten) each held by the Members on the Record Date by capitalizing a part of the General Reserves/ Securities Premium account.

Pursuant to the provisions of Section 63 and other applicable provisions of the Act, issue of Bonus Shares by capitalisation of reserves shall be authorised by Articles of Association of the Company and requires approval of the Shareholders. The Articles of Association of the Company permits capitalisation of any part of the amounts standing to the credit of Company's reserve accounts.

The proposed issue of bonus shares will be made in line with the SEBI ICDR Regulations and subject to such other approvals, if required, from the statutory or regulatory authorities.

Members are requested to note that, the new equity shares to be allotted pursuant to the Bonus Issue shall be in dematerialised form only.

Sr. No.	Details	Particulars
1.	Type of securities proposed to be issued (viz. equity shares, convertibles etc.):	Equity shares
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Bonus Issue of Equity Shares
3.	Total number of securities proposed to be issued or total amount for which the securities will be issued (approximately):	2,53,57,180 no. of shares
4.	Whether bonus is out of free reserves created out of profits or share premium account:	The bonus equity shares will be issued out of securities premium received in cash and / or free reserves and / or retained earnings available as at 31.03.2025
5.	Bonus ratio:	2:1 that is 2 (Two) new fully paid-up equity shares of Rs. 10/-(Rupee Ten Only) each for every 1 (One) existing fully paid-up equity share of Rs. 10/- (Rupee Ten Only) to the eligible equity shareholders of the Company as on the record date.
6	Details of equity share capital - pre and post bonus issue:	Pre-bonus issue paid-up share capital as on date: Rs.11,99,55,900/- Post-bonus issue paid-up share capital: Rs. 35,98,67,700/-
7.	Free reserves and / or share premium required for implementing the bonus issue:	Rs. 38,03,57,700/- (Rupees Thirty Eight Crore Three Lakhs Fifty Seven Thopusand Seven Hundred)
8.	Free reserves and / or share premium available for capitalization and the date as on which such balance is available:	·
9.	Whether the aforesaid figures are audited:	Yes, the figures at Point (8) above are audited.
10.	Estimated date by which such bonus shares would be credited / dispatched:	28.10.2025



Your Directors, therefore, recommend passing of this resolution as Ordinary Resolution, as set out in Item No. 11 of this Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives, other than to the extent of their shareholding in the Company and are concerned / interested, financially or otherwise, in passing of this resolution.

### Item No.- 12 of the Notice:

Upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 27<sup>th</sup> May, 2025 approved the re-appointment of Mr. Narendra Bhagatkar (DIN: 08744690) as the Whole Time Directors, designated as an Executive Director of the Company for the further period of 5 (five) consecutive years with effect from 1<sup>st</sup> July, 2025, based on the skills, experience, knowledge and report of his performance evaluation. The Proposed remuneration of Mr. Narendra Bhagatkar is Rs. 2,00,000/- p.m., other terms and conditions of his appointment are as per the draft letter of appointment to be issued to him which is available for inspection by the members, on request.

Mr. Narendra Bhagatkar, aged 66 years; has done Bachelors in Civil Engineering, Post Graduate Diploma in Construction Management and Project Management from Delhi Productivity Council, Post Graduate Diploma in Human Rights from Indian Institute of Human Rights, MBA Finance from Yashwantrao Chavan Maharashtra Open University, Master of Laws (LL.M) from Pune University. He has over 35 years of rich experience in Military Engineer Services as Chief Engineer Arbitrator. He retired as an Additional Director General (Arbitration) from Military Engineer Services. He is also a Fellow of Institution of Valuer, Member of Institution of Engineers, Member of Institution of Surveyors, Member of Indian Council of Arbitration, Member of Indian Road Congress and Member of Indian Building Congress.

Mr. Narendra Bhagatkar holds 390 (0.003% of the paid up capital) equity shares of the Company of Rs. 10 each. He has appointed as an additional director of Opal Luxury Time Products Limited, NSE based Listed Company w.e.f 08/05/2024.

He is a member of the Stakeholders' Relationship Committee in the Company.

Details of Mr. Narendra Bhagatkar pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Notice.

Save and except, Mr. Narendra Bhagatkar and 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.

The Board recommends the Special Resolution set out at Item No. 12 of the Notice for approval by the members.

### Item No.- 13 of the Notice:

Upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 9<sup>th</sup> July, 2025, have appointed Mr. Rajiv Kapoor (DIN: 11135320) as an Additional Director (Category: Non-Executive and Independent) of the Company not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years commencing from 9<sup>th</sup> July,2025, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

Mr. Rajiv Kapoor has done the 'Post Graduate Diploma in International Management' from International Management Institute (IMI), New Delhi. He has over 17+ years of business leadership and executive management experience in established and early-stage multi-national companies in Software, Information Technology & Networking sectors.

The Company has received a declaration from Mr. Rajiv Kapoor confirming that he meets the criteria of independence as prescribed under the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Rajiv Kapoor is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director of the Company. In the opinion of the Board, Mr. Rajiv Kapoor fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management. The Board is of the opinion that it will be beneficial to the Company to avail of his services as an Independent Director of the Company

Details of Mr. Rajiv Kapoor pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Notice.

Save and except, Mr. Rajiv Kapoor and 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.

The Board recommends the Special Resolution set out at Item No. 13 of the Notice for approval by the members.

## "Annexure"

(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 / Re-appointment at the 16th AGM of the Company to be held on Saturday, 27th September, 2025

## 1. Mrs. Rajashri Khandagale (DIN: 02545231)

Date of Birth	1/10/1980
Date of Appointment	25/09/2019
Qualification / expertise in specific functional areas	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.
Disclosure of inter-se relationships between directors and KMP	Mrs. Rajashri Khandagale is wife of Mr. Pradeep Khandagale, Managing Director of the Company.
Directorship held in other Companies	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
	Opal Luxury Time Products Limited
	Jiya Eco-Products Limited
Membership of committees across	<u>Univastu India Limited</u>
Companies	- Stakeholders Relationship Committee,
	- Nomination and Remuneration Committee.
	- Corporate Social Responsibility Committee
	Jiya Eco-Products Limited
	- Stakeholders Relationship Committee,
	- Nomination and Remuneration Committee.
Listed entities from which Mrs. Rajashri Khandagale has resigned in the past three years	Nil
Shares held as on 31/03/2025	4,77,000 Equity shares

## 2. Mr. Narendra Bhagatkar (DIN: 08744690)

Date of Birth	25/04/1959
Date of Appointment	01/06/2020
Qualification / expertise in specific	Mr. Narendra Bhagatkar, has done Bachelors in Civil Engineering, Post
functional areas	Graduate Diploma in Construction Management and Project Management
	from Delhi Productivity Council, Post Graduate Diploma in Human Rights from
	Indian Institute of Human Rights, MBA Finance from Yashwantrao Chavan
	Maharashtra Open University, Master of Laws (LL.M) from Pune University.



	He has over 35 years of rich experience in Military Engineer Services as Chief Engineer Arbitrator. He retired as an Additional Director General (Arbitration) from Military Engineer Services.
	He was appointed as an Independent Director of UNIVASTU on 01.06.2020 and later appointed as a Whole time Director designated as "Executive Director" of UNIVASTU w.e.f 01.07.2020.
	He is also a Fellow of Institution of Valuer, Member of Institution of Engineers, Member of Institution of Surveyors, Member of Indian Council of Arbitration, Member of Indian Road Congress and Member of Indian Building Congress
Directorship held in other Companies	Univastu India Limited
	Opal Luxury Time Products Limited
	Vitalgreens Agriculture LLP
Membership of committees across	<u>Univastu India Limited</u>
Companies	Stakeholder's Relationship Committee
Listed entities from which Mr. Narendra Bhagatkar has resigned in the past three years	Nil
Shares held as on 31/03/2025	390 Equity shares

# 3. Mr. Rajiv Kapoor (DIN: 11135320)

Date of Birth	29/09/1969
Date of Appointment	09/07/2025
Qualification / expertise in specific functional areas	Mr. Rajiv Kapoor has over 17+ years of business leadership and executive management experience in established and early-stage multi-national companies in Software, Information Technology & Networking sectors. Dynamic career that reflects year-on-year successes in achieving business growth objectives, launching multiple product/service initiatives within diverse and new markets, building strong partner networks, and developing stellar teams across India, SAARC, ME. Highly skilled in P & L management, pricing strategies, competitor & market analysis, negotiation, staffing, and reorganization.
	Mr. Rajiv Kapoor has done the 'Post Graduate Diploma in International Management' from International Management Institute (IMI), New Delhi.
Directorship held in other Companies	Univastu India Limited
	Duxglobe Services Private Limited
Membership of committees across	<u>Univastu India Limited</u>
Companies	- Stakeholder's Relationship Committee
	- Audit Committee
	- Nomination and Remuneration Committee
	- Independent Director Committee
Listed entities from which Mr. Narendra Bhagatkar has resigned in the past three years	Nil
Shares held as on 31/03/2025	Nil
Skills and capabilities required for the role and the manner in which Mr. Rajiv Kapoor meets such requirements	As per the resolution at Item no. 12 of this Notice, read with the explanatory statement thereto.

# **ROUTE MAP**

