Let's Succeed Together!

UNIVASTU INDIA LTD

Ref: UNIVASTU/CS/2019-20/220
Date: 20 January 2020

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.: Postal Ballot Notice

Respected Sir,

This has reference to our letter dated 17 January 2020, regarding approval of the Board of Directors to conduct the Postal Ballot in accordance with the provisions of Section 110 of the Companies Act, 2013 read with rule 22 of Companies (Management and Administration) Rules, 2014; for migration of specified securities (Equity shares) from SME exchange platform of National Stock Exchange of India (NSE Emerge) to main board of National Stock Exchange of India (NSE).

We wish to inform you that the Company has completed today physical and electronic dispatch of Postal Ballot Notice along with the Postal Ballot Forms to all the members whose name appear in the Register of Members/list of beneficial shareholders received from Registrar and Share Transfer Agent of the Company as on 17 January 2020, which is the cut-off date.

The Company has engaged services of National Securities Depository Limited (NSDL) for providing remote e-voting facility to members and the remote e-voting period commences on Tuesday 21 January 2020 at 9:00 a.m. and ends on Wednesday, 19 February 2020 at 5.00 p.m. The results of Postal Ballot will be announced on or before Friday 21 February 2020 at the registered office of the Company before 5.00 p.m.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, copy of the Postal Ballot Notice, along with Postal Ballot Form is enclosed herewith. The same is also updated on website of the Company www.univastu.com.

You are requested to take the same on records.

Thanking you,
Yours faithfully,
For, **UNIVASTU INDIA LTD**

ANKUSH PATIL
COMPANY SECRETARY

UNIVASTU INDIA LTD PUNE

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 :

www.univastu.com

UNIVASTU INDIA LIMITED
CIN: L45200PN2009PLC133864
Registered Office: Bunglow No 36/B, C.T.S. No 994 & 945 (S.No.117 & 118) Madhav Baug, Shivtirth Nagar, Kothrud, Pune-411038
Phone No.: (020) 2543 4617 /+91 9552503166;
Website: www.univastu.com ; Email: cs@univastu.com

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Members,

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and read with Rule 22 of Companies (Management and Administration) Rules, 2014 and other applicable Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Secretarial Standard on General Meetings ("SS-2") and pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), for the approval of the Members of the Company through Postal Ballot including electronic voting (remote e-voting) for the resolution set out hereinafter.

The explanatory statement pertaining to the aforesaid Resolution setting out the material facts concerning the items and the reasons thereof is annexed hereto with the Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed CS Neha Limaye, Practicing Company Secretary, Pune, (Membership No. F6222), as the Scrutinizer for conducting the postal ballot & remote e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Notice/Form and instructions given thereunder and return the same duly completed in the enclosed self-addressed reply envelope. Postage is borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post/speed-post at the expense of the member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed reply envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than Wednesday, February 19, 2020 at 5.00 p.m. to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member. Also, note that, no other form or photocopy thereof is permitted.

Further the Company, in accordance with the provision of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, is pleased to provide the member with the facility to exercise to Right to Vote Electronically ,i.e. through remote e-voting facilities provided by National Securities Depositories Limited (NSDL). Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instruction in the Postal Ballot Form under the section 'Voting through Electronic means'. The voting period shall commence on Tuesday 21 January 2020 at 9:00 a.m. and ends on Wednesday, February 19, 2020 at 5.00 p.m.

Kindly note that the members have the option to vote either by means of Physical Postal Ballot or remote e-voting. However, in case a member cast their vote by physical ballot as well as remote e-voting, then voting done through valid remote e-voting shall prevail over physical voting.

The Scrutinizer will submit his report to the Managing Director of the Company or any person authorized by him, after completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot shall be declared on or before Friday, February 21, 2020 and communicated to the National Stock Exchange of India and shall be displayed along with Scrutiniser Report at the Registered Office of the Company in addition to Company's website viz. "www.univastu.com" and on the website of National Securities Depositories Limited (NSDL) viz. "https://www.evoting.nsdl.com/"

Pursuant to Regulation 277 of ICDR Regulations, 2018, the resolution shall be passed by requisite majority i.e. public shareholders in favor of the proposal amount to at least two times the number of votes cast by public shareholders against the proposal.

The date of declaration of results of Postal Ballot process shall be the date on which the resolution would deemed to have been passed, if approved by the requisite majority.

BY ORDER OF THE BOARD

Sd/-
PRADEEP KHANDAGALE
MANAGING DIRECTOR
DIN: 01124220

Place: Pune
Date: 17.01.2020

SPECIAL BUSINESS

(Pursuant to Section 110 of Companies Act, 2013 and rules thereunder)

1. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

MIGRATION OF SPECIFIED SECURITIES (EQUITY SHARES) FROM SME EXCHANGE TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE)

"**RESOLVED THAT** pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and other applicable provisions, if any, of the Companies Act, 2013, and other SEBI Regulations and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for migration of the Company's specified securities (equity shares) at present listed on SME Platform of National Stock Exchange of India Ltd. ("NSE Ltd.") i.e. EMERGE to the Main Board of NSE Ltd. and follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all the Directors and/or the Company Secretary & Compliance Officer and/or CFO of the Company be and are hereby authorized severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Ltd., Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of giving effect to aforementioned resolution."

BY ORDER OF THE BOARD

Sd/-
PRADEEP KHANDAGALE
MANAGING DIRECTOR
DIN: 01124220

Place: Pune
Date: 17.01.2020

Notes:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, in respect of the Special resolution is set out below in this Notice.
2. The Postal Ballot Notice is being sent to the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from the Depositories as of Friday 17 January 2020. The Postal Ballot Notice is being sent to Members in electronic form to the email address registered with their Depository Participant (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). In case of Members whose email id is not registered, physical copy of Postal Ballot Notice is being sent by Courier along with a postage pre-paid self-addressed Reply Envelope and it bears the address of the Scrutinizer to which the duly complete Postal Ballot Forms are to be sent.
3. The Postal Ballot Form is enclosed with the notice and a detailed instruction for the same are printed on backside of the said form.
4. The members whose name appears on the Register of Members / List of Beneficial Owners as on Friday 17 January 2020, will be considered for the purpose of voting. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as of the cut-off date.
5. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by NSDL. The instructions for electronic voting are mentioned below in this Notice.

VOTING THROUGH ELECTRONIC MEANS:

The process and manner for remote e-voting are as under:

i. **The e-voting period commences on Tuesday 21 January 2020 at 9:00 a.m.** and ends on **Wednesday, February 19, 2020 at 5.00 p.m.** During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting after **Wednesday, February 19, 2020 at 5.00 p.m.** Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

ii. The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 will be as per details given below :
    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. Your password details are given below:
    a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
    b. 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 enter the 'initial password' and the system will force you to change your password.
    c. How to retrieve your 'initial password'?
        i. 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'.
        ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
        iii. 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.
        iv. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
        v. 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.
        vi. 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.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.

4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.univastu.com and on the website of NSDL "https://www.evoting.nsdl.com/". The same will be communicated to the listed stock exchange viz. National Stock Exchange (NSE Emerge).

ANNEXURE TO NOTICE

Explanatory Statement (pursuant to Section 102 of the Companies Act, 2013)

Item No. 1

The Company made an IPO in 2017 on NSE Emerge and raised funds from IPO were deployed for the quoted objects. The Company got listed on NSE SME Platform w.e.f. 27 July 2017. The Company has been performing consistently and has increased its business operations year by year. Over the period the Company gained a good experience of compliances, Board procedures, Corporate governance practices on account of SME listing and the company is geared up for moving on to the main board of NSE.

In terms of present rules/regulations, the Equity Shares listed on SME platform can be migrated to Main Board of Stock Exchange after an initial period of 2 years from the date of listing.

Listing on the Main Board of NSE Limited will take the Company into a different league altogether and is likely to have wider participation from investors at large and trading in the equity shares of the company on the Main Board will go on the long way in enchanting the image and goodwill of the company.

The benefits of listing on Main Board in the form of market capitalization, enhanced liquidity, larger participation, visibility etc., will accrue to the Members or the company and will also open up avenues of considering further resources raising, if required, for the business purpose. This will help the company to grow further and expand the opportunities of business.

The members are, therefore, requested to accord their approval, for the purpose migration of the Company's present listing from SME Platform of NSE Ltd. to Main Board of NSE Ltd. as set out in the resolution.

Please note that pursuant to Regulation 277 of ICDR Regulations, the Resolution shall be passed as special Resolution and shall be acted upon only and only if the votes cast by shareholders other than promoters in favour of the resolution amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Postal Ballot Notice, except to the extent of their shareholding in the Company.

BY ORDER OF THE BOARD

Sd/-
PRADEEP KHANDAGALE
MANAGING DIRECTOR
DIN: 01124220

Place: Pune
Date: 17.01.2020

UNIVASTU INDIA LITMITED

CIN: L45200PN2009PTC133864

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

Email: cs@univastu.com, **Website:** www.univastu.com **Tel No:** (020) 2543 4617

POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before exercising the vote)

Sr. No.:

1.	Name & Registered Address of the sole / first named Shareholder	
2.	Name(s) of the joint Shareholder, if any	
3.	DP ID No. / Client ID No. (Applicable to investors holding shares in dematerialized form)	
4.	No. of shares held	

I/We hereby exercise my/our vote in respect of the Special resolutions to be passed through postal ballot for the business stated in the Notice of postal ballot dated January 17, 2020 issued by the Company by sending my /our assent or dissent to the said resolution by placing the tick (√) mark at the appropriate box below:

Item No.	Description of the Resolution	No. of Equity Share(s)	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To consider and approve migration of Company's specified securities **(Equity shares)** from SME exchange platform of National Stock Exchange of India **(NSE Emerge)** to main board of National Stock Exchange of India **(NSE).**			

Place : ________

Date : _____,2020 (Signature of the Member / Authorised Representative)

ELECTRONIC VOTING PARTICULARS

E-voting facility is available at the https://www.evoting.nsdl.com/ from January 21, 2020 (9:00 a.m. IST) to February 19, 2020 (5:00 p.m. IST). The electronic voting particulars are set out as follows:

Event (E-voting Event Number)	User ID	Password/ PIN
112737		

NOTE: Please read the instructions printed overleaf carefully before exercising your vote through this Postal Ballot Form.

GENERAL INSTRUCTIONS

A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted). The duly completed Postal Ballot Form should reach the Scrutinizer, in the enclosed self-attested business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or if sent by the courier or registered/ speed post at the expense of the Member will also be accepted.

1. The self-addressed business reply envelope bears the name and postal address of the Scrutinizer appointed by the appointed by the Board of Directors of Company.
2. This form should be completed and signed by the Member/Authorised Representative (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
3. Consent must be accorded by placing a tick mark [□] in the column, 'I assent to the resolution' or dissent must be accorded by placing a tick mark [□] in the column, 'I dissent to the resolution'.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. (IST) on February 19, 2020. All Postal Ballot Forms received after this date and time will be treated as if reply from such member(s) has not been received.
5. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of Joint Member(s).
6. In case of shares held by companies, trust, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authority Letter, along with attested specimen signature(s) of the duly authorized signatory(ies) who is authorised to vote, failing which the Postal Ballot Form will be treated as invalid.
7. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e. 5.00 p.m. (IST) on February 19, 2020.
8. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on cut-off datei.e. January 17, 2020.
9. Members are requested not to send any other paper along with Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. The exercise of vote under postal ballot process is not permitted through proxy.
11. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
12. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.

The results of voting by Postal Ballot (i.e. through the Postal Ballot Forms and remote e-Voting) will be declared not later than 48 hours of conclusion of the voting through Postal Ballot by the Managing Director of the Company or any other person authorized by him at the Registered Office at Univastu India Limited, Bungaloew No. 36B, C.T.S. No. 994 & 945 (S. No. 117 & 118) Madhav Baug, Shivtirth Nagar, Kothrud Pune- 411038. The results along with the Scrutinizer's Report will be displayed at the Registered Office of the Company. The results shall be communicated to the Stock Exchanges (National Stock Exchange of India Limited) and the same along with the Scrutinizer's Report will be displayed on the Company's website www.univastu.com well as on NSDL website www.evoting.nsdl.com.

The Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Form. E-Voting is optional. The detailed procedure for e-voting is part of the Postal Ballot Notice. If the voting rights are exercised through e-voting, there is no need to use the Postal Ballot Form. In case the shareholders cast their vote by physical Postal Ballot as well as e-voting, then the voting done through valid e-voting shall prevail and the voting done by physical Postal Ballot will be treated as invalid.

A Postal Ballot Form shall be considered invalid if:

1. A form other than one issued by the Company has been used;
2. It has not been signed by or on behalf of the member of the Company;
3. Signature on the Postal Ballot Form does not match the specimen signatures of the member available with the Company;
4. It is not possible to determine without any doubt the assent or dissent of the Member;
5. Neither assent nor dissent is mentioned;
6. Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;
7. The envelope containing the Postal Ballot Form is received after the last date and time prescribed;
8. The Postal Ballot Form, signed in representative capacity, is not accompanied by a certified true copy of the relevant specific Authority;
9. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
10. A Member has made any amendment to resolution or imposed any condition while exercising his vote.