

**EXTRA ORDINARY  
GENERAL MEETING  
OF**

**UNIVASTU INDIA LIMITED**

**WEDNESDAY, 23<sup>rd</sup> DAY OF OCTOBER 2024  
AT 11.00 A.M.**

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## NOTICE OF EXTRA ORDINARY GENERAL MEETING

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To,  
The Members of the Company

**NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF UNIVASTU INDIA LIMITED IS SCHEDULED TO BE HELD ON WEDNESDAY, 23<sup>RD</sup> DAY OF OCTOBER, 2024 AT 11:00 A.M. (IST) PYC DECCAN GYM KHANA CTS NO. 766, F.P. NO. 244, BHANDARKAR ROAD, PUNE, MAHARASHTRA-411004 TO TRANSACT THE BUSINESSES AS MENTIONED BELOW:**

**SPECIAL BUSINESS:**

**ITEM NO. 1: ISSUANCE OF EQUITY SHARES TO PRIVATE INVESTORS BY WAY OF PREFERENTIAL ISSUE ("INVESTOR PREFERENTIAL ISSUE"):**

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

"RESOLVED THAT pursuant to the provisions of Section 23, Section 42, Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules made thereunder (including any statutory amendments, modification(s) or re-enactment(s) thereof for the time being in force) ("Act"), enabling provisions of the Memorandum of Association and Articles of Association of Univastu India Limited ("Company") and applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI") and other competent authorities including National Stock Exchange of India Limited ("NSE") and subject to (a) approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and (b) subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded, to create, issue, offer and allot on a preferential basis, in one or more tranches up to:

- (i) Upto 7,67,000 (Seven Lakhs Sixty-Seven Thousand) fully paid-up equity shares of the Company having face value of INR 10/- (Indian Rupee Ten Only) ("Investors Equity Shares") at an issue price of INR 216/- (Indian Rupees Two Hundred Sixteen Only) each ("Equity Issue Price") aggregating to INR 16,56,72,000/- (Indian Rupees Sixteen Crore Fifty-Six Lakhs Seventy-Two Thousand Only) ("Equity Issue Size"); and which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, to persons, being private investors, listed below ("Proposed Investors"), on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws ("Investors Preferential Issue").

Equity shares to be allotted to the following proposed investor: -

Sr. No.	Name of Proposed Investor	No. of Equity Shares to be allotted	Amount to be paid for Equity Shares (INR)
1	Preeti Aggarwal	50,000	10,800,000
2	Pardeep Nandal	25,000	5,400,000
3	Deepika Garg	25,000	5,400,000
4	Nisha Mantri	25,000	5,400,000
5	Manish Grover	100,000	21,600,000
6	Pankaj Passi	10,000	2,160,000
7	Monika Verma	12,000	2,592,000
8	Ritu Gupta	50,000	10,800,000
9	Vinay Makkar	15,000	3,240,000
10	Manish Mehta	50,000	10,800,000
11	Vikram Kathuri	50,000	10,800,000
12	Nishta Goel	50,000	10,800,000
13	Raj Chawla	10,000	2,160,000
14	Manish Agrawal	10,000	2,160,000
15	Srishti Jain	10,000	2,160,000
16	Mohit Dhingra	5,000	1,080,000
17	Salhydrau Industries Pvt Ltd	30,000	6,480,000
18	Divine Fund 1	50,000	10,800,000
19	Topfilings India Private Limited	20,000	4,320,000
20	3 Dimension Capital Services Limited	70,000	15,120,000
21	Badjate Stock @Shares Pvt Ltd	100,000	21,600,000
	Total	767,000	165,672,000

RESOLVED FURTHER THAT the 'relevant date' for the purpose of determination of the floor price for issue of the Investor Equity Shares and Investor Equity share with warrants under the Investors Preferential Issue, as above, as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is Monday, September 23, 2024 ("Relevant Date"), being the date 30 (Thirty) days prior to the date on which the meeting viz. this Extra-Ordinary General Meeting of members of the Company is proposed to be held to consider and approve the Investors Preferential Issue.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Investors Equity Shares under the Investors Preferential Issue shall be subject to the following terms and conditions apart from other applicable terms as prescribed under applicable laws:

a. The Investors Equity Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the memorandum of association and articles of association of the Company;

b. The Investors Equity Shares shall be allotted by the Company to the Proposed Investors in dematerialized form within a period of 15 (fifteen) days from the date of passing of this special resolution by members of the Company, provided that, where the issue and allotment of the said Investors Equity Shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to the Stock Exchange), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals;

c. The Investors Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force;

d. The pre-preferential shareholding, if any, of the Proposed Investors shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations; and

e. The Investors Equity Shares to be allotted to the Proposed Investors shall be listed on the Stock Exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

**ITEM NO.2: ISSUANCE OF WARRANTS ON A PREFERENTIAL BASIS TO THE PERSONS BELONGING TO NON- PROMOTER, PUBLIC CATEGORY OF THE COMPANY ("INVESTOR PREFERENTIAL ISSUE"):**

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

Up to 7,33,000 (Seven Lakhs and Thirty-Three Thousand) Fully Convertible Warrants ("Warrants"), to the persons belonging to "Non-Promoter, Public Category" (Proposed Allottees), at an issue price of INR 216/- (Rupees Two Hundred Sixteen Only) per Warrant, which is higher than the floor price determined in accordance with the provisions of Chapter V of ICDR Regulations, for an aggregate amount of up to INR 15,83,28,000 (Rupees Fifteen Crores Eighty-three Lakhs Twenty Eight Thousand Only).

**"RESOLVED THAT** pursuant to the provisions of Section 42, Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and other applicable provisions, if any (including any statutory modifications(s) or reenactment thereof, for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations"), enabling provisions of the Memorandum and Articles of Association of the Company, applicable rules, notifications and circulars issued by the Reserve Bank of India and such other acts / rules / regulations as may be applicable and subject to necessary approvals / consents, if any, from the competent statutory and / or regulatory authorities, as may be applicable or necessary including the Securities and Exchange Board of India ("SEBI") and National Stock Exchange of India Limited ("NSE") and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of the competent statutory and / or regulatory authorities while granting consent(s), permission(s) or approval(s), and which may be agreed to by the board of directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) and subject to any other alteration(s), modification(s),

condition(s), correction(s), change(s) and variation(s) that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to offer, issue and allot, from time to time in one or more tranches, up to 7,33,000 (Seven Lakhs and Thirty-Three Thousands) Fully Convertible warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of INR 10/- (Indian Rupees Ten Only) ("Equity Share") each ("Warrants") at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of INR 216/- (Indian Rupees Two Hundred And Sixteen only) each payable in cash ("Warrant Issue Price"), aggregating upto INR 15,83,28,000/- (Rupees Fifteen Crores Eighty Three Lakhs And Twenty Eight Thousand Only) to Proposed Allottees on a preferential basis to persons forming part of the Non-promoter group of the Company whose details are set out below subject to the maximum entitlement of each Warrants Holder as specified below and upon receipt of INR 54/- ( Indian Rupees Fifty Four Only) for each Warrants, which is equivalent to 25% (Twenty Five Per Cent) of the Warrant Issue Price as upfront payment ("Warrant Subscription Price") entitling the Proposed Allottees to apply for and get allotted one fully paid-up equity share of the Company of face value of INR 10/- (Indian Rupee Ten Only) each against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants, on payment of INR 162/- (Indian Rupees One Hundred and Sixty Two only) which is equivalent to 75% (Seventy five per cent) of the Warrant Issue Price ("Warrant Exercise Price"), for each Warrant proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of ICDR Regulations, or other applicable laws in this respect:

Equity share with warrants to be allotted to the following proposed investors: -

Sr. No	Name Of Proposed Allottee	Number of Warrants to be Alloted	Amount to be paid for Warrants (INR)	Number of Shares to be Issued assuming full conversion of Warrants
1	Manish Grover	50,000	10,800,000	50,000
2	Pankaj Passi	10,000	2,160,000	10,000
3	Manish Mehta	25,000	5,400,000	25,000
4	Vikram Kathuri	25,000	5,400,000	25,000
5	Deepak Tayal	20,000	4,320,000	20,000
6	Preeti Bhauka	20,000	4,320,000	20,000
7	Sakshi Bhalla	10,000	2,160,000	10,000
8	Ritu Bansal	10,000	2,160,000	10,000
9	Rakesh Zambare	10,000	2,160,000	10,000
10	SBJ Management Services Private Limited	140,000	30,240,000	140,000
11	WCA Services Private Limited	138,000	29,808,000	138,000
12	Fligtech Solutions Private Limited	75,000	16,200,000	75,000
13	Salhydrau Industries Pvt Ltd	20,000	4,320,000	20,000
14	Divine Fund 1	50,000	10,800,000	50,000
15	SSNK Consultancy Seviles Private Limited	50,000	10,800,000	50,000
16	SRM Value Growth Investments	50,000	10,800,000	50,000

	Pvt. Ltd.			
17	3 Dimension Capital Services Limited	30,000	6,480,000	30,000
	Total	733,000	158,328,000	733,000

**RESOLVED FURTHER THAT** the Company hereby notes and takes on record that in accordance with the provisions of Regulation 161 of the ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of equity shares of the Company pursuant to the exercise of conversion of the Warrants is determined to be Monday, September 23, 2024, and the floor price for the preferential issue on the aforesaid Relevant Date pursuant to regulation 164(1) of the ICDR Regulations is INR 216/- (Indian Rupees Two Hundred And Sixteen only).

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Warrants issued shall be subject to the following terms and conditions:

- a. In accordance with the provisions of Chapter V of ICDR Regulations, 25% (Twenty Five Per Cent) of the Warrant Issue Price, shall be paid by the Proposed Allottees to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for fully paid-up Equity shares of INR 10/- (Indian Rupees Ten Only) each of the Company, against each such Warrants held by the Proposed Allottees.
- b. The Proposed Allottees shall be entitled to exercise his option to convert any or all of the warrants into equity shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of equity shares of the Company to the Proposed Allottees.
- c. The Proposed Allottees shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into to the designated bank account of the Company.
- d. In terms of Regulation 166 of the ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Proposed Allottees.
- e. Upon exercise of the option by the Proposed Allottees, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Proposed Allottees.
- f. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Proposed Allottees within the aforesaid period of 18 (eighteen) months, the entitlement of the Proposed Allottees to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Proposed Allottees on such Warrants shall stand forfeited.

- g. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing Equity Shares of the Company, including entitlement to voting powers and dividend.
- h. The Warrants by itself, until exercised and converted into equity shares, shall not give to the Proposed Allottees thereof any rights with respect to that of an Equity shareholder of the Company.
- i. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations.”

**“RESOLVED FURTHER THAT** the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby, jointly and severally authorized on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memorandum, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to National Stock Exchange of India Limited for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Proposed Allottees, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company or otherwise to

the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**NOTES:**

1. Pursuant to the provisions of the Companies Act, 2013, (the Act), a Member entitled to attend and vote at the Extraordinary 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. 1 to 2 of the EOGM Notice, to be transacted at the Meeting is annexed hereto.
4. 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](mailto:rajeshm@bigshareonline.com) or the Company at the email address [cs@univastu.com](mailto: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.
5. 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 Thursday, 17<sup>th</sup> October, 2024 to Wednesday, 23<sup>rd</sup> October, 2024, (both days inclusive), for the purpose of EGM.
6. 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](mailto:cs@univastu.com) for the same.
7. Electronic copies of necessary statutory registers and auditors' reports / certificates will be available for inspection by the Members at the time of Extra Ordinary General Meeting.



8. 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](mailto:cs@univastu.com). The same will be replied by the Company suitably.

In compliance with the General Circulars, the Notice of the Extra ordinary 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](http://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>.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide the facility of voting through electronic means (remote e-voting) to its members.

The facility for voting through Ballot Paper shall also be made available at the EGM and the members attending the EGM, who have not cast their vote by remote e-voting and otherwise not barred from attending the meeting, shall be able to exercise their right to vote at the EOGM through Ballot Paper. The members who have already cast their vote by remote e-voting may attend the EOGM but shall not be entitled to cast their vote again.

Only a person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. October, 16<sup>th</sup> 2024, shall be entitled to avail the facility of remote e-voting or voting at the EOGM.

In case you wish to have a physical copy of the notice of EOGM along with its annexures, you are kindly requested to send a request for the same at [cs@univastu.com](mailto:cs@univastu.com)

The Company has engaged with Bigshare Services Pvt. Ltd for facilitating Remote e-Voting to enable the Members to cast their votes electronically in respect of all the resolutions as set out in the Extra ordinary general Notice. The remote e-voting facility can be availed by following the procedure provided in the Notes to the Notice of Extra Ordinary General Meeting.

Please refer below mentioned user ID password in table format for E-voting.

Event ID	USER ID	PASSWORD
	%%DPCL%%	%%REFNO%%

The remote e-voting facility will be available during the following period (both days inclusive):

Commencement of Remote e-voting	9.00 am on Sunday, October, 20th, 2024
End of Remote E-Voting	5.00 pm on Tuesday, October 22 <sup>th</sup> , 2024

The members are requested to refer to the process and manner for remote e-voting provided under notes to the Extra ordinary General Meeting notice before casting their votes.

Kindly note that once Members cast their votes on the resolutions, the same cannot be modified subsequently.

In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at <https://ivote.bigshareonline.com>, under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22. Alternatively, the Members may also write an e-mail to the Company at [www.univastu.com](http://www.univastu.com) for any queries/ information.

1. 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 Extra ordinary General Meeting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL), for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the Extra ordinary General Meeting will be provided by NSDL.

The members who have cast their vote by remote e-voting prior to the Extra ordinary General Meeting may also attend the Extra Ordinary General Meeting through VC / OAVM but shall not be entitled to cast their vote again.

2. To ensure correct identity of each member and proxy holders attending meeting is expected to bring with him/her an appropriate ID document like Aadhar Card, Driving License, Passport, Voter ID card, etc.
3. The Members/Proxies are requested to produce the attendance slip duly completed and signed at the entrance of the meeting.
4. Members, Proxies and Authorised Representatives are requested to bring the attendance slip duly filled in along with the notice copy
5. The Route Map for Venue of Extra ordinary gneral Meeting is given separately in this report.

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- 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 Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>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="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li><li>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.</li></ol>

	<p>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></p> <p>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 &amp; 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.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p>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.</p> <p>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></p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

- 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.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - 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. Custodian registration process for i-Vote E-Voting Website:**

- 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.
  - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
  - 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 shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22, 022-62638338

By Order Of Board Of Directors  
Univastu India Ltd

Place : Pune  
Date : 1<sup>st</sup> October ,2024

Sd/-  
Sakshi Tiwari  
Company Secretary

**ANNEXURE TO NOTICE**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED AT EXTRA-ORDINARY GENERAL MEETING**

**Item No 1 : Issuance of equity shares to private investors by way of preferential issue:**

The Company intends to raise funds from the Proposed Investors by issuance of the Investors Equity Shares for the purpose of working capital requirement, etc. Therefore, the Board, in its meeting held on Thursday, September 26, 2024, has approved the proposal for issuance of the Investors Equity Shares to the Proposed Investors under the Investors Preferential Issue as per terms stated in the aforesaid resolution, subject to, inter alia, approval of the members of the Company. Therefore, this resolution is recommended to the members of the Company for their consideration and approval pursuant to the provisions of Sections 42, 62(1)(c) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and the provisions of Chapter V of the SEBI ICDR Regulations.

The disclosure required in terms of provisions of Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the provisions of Chapter V of the SEBI ICDR Regulations are as follows:

a. Particulars of the offer including date of passing of Board resolution:

The Board, in its meeting held on Thursday, September 26, 2024, has approved the proposal for the creation, offer, issuance and allotment of up to:

- (i) 7,67,000 (Seven Lakhs and Sixty Seven Thousand) fully paid-up equity shares of the Company having face value of INR 10/- (Indian Rupee Ten Only) ("Investors Equity Shares") at an issue price of INR 216/- (Indian Rupees Two Hundred And Sixteen Only) each ("Equity Issue Price") aggregating up to INR 16,56,72,000/- (Rupees Sixteen Crores Fifty Six Lakhs And Seventy Two Thousand only), ("Equity Issue Size"); which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, to persons, being private investors, listed below ("Proposed Investors") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws ("Investors Preferential Issue"). The other significant details of the offer are contained as part of the below other disclosures.

b. The Objects of the issue:



The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

1. Working Capital Requirements and acquisition of business

c. Utilization of Issue Proceeds

Given that the funds to be received against Investors Equity Shares and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

Sr. No.	Particulars	Total estimated amount to be utilized for each of the Objects (Rs. In Crores)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	Working capital requirements and acquisition of business	16,56,72,000	3 to 4 months
	Total	<u>16,56,72,000</u>	

The entire Issue Proceeds would be utilized for all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 3 (Three) to 4 (Four) months from the date of receipt of funds for the Equity Shares (as set out herein).

In terms of the NSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

d. Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled

commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

e. Monitoring of utilization of funds:

i). Given that the issue size doesn't exceeds Rs. 100 Crore (Indian Rupees One Hundred Crore), the Company doesn't required to appoint monitoring agency in terms of Regulation 162A of the SEBI ICDR Regulations.

f. Kinds of securities offered, the total number of shares or other securities to be issued, the price at which security is being offered and amount which the Company intends to raise by way of such securities:

The Company propose to issue in one or more tranches up to 7,67,000 (Seven Lakhs Sixty and Seven Thousand) fully paid-up equity shares of the Company having face value of INR 10/- (Indian Rupees Ten Only) ("Investors Equity Shares") at an issue price of INR 216/- (Indian Rupees Two Hundred And Sixteen Only) each ("Equity Issue Price") aggregating up to INR 16,56,72,000/- (Rupees Sixteen Crores Fifty Six Lakhs and Seventy Two Thousand only) ("Equity Issue Size"); which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations.

g. Basis on which the price has been arrived at along with report of the registered valuer:

i. In terms of the SEBI ICDR Regulations, the floor price at which the Equity Shares can be issued is INR 216/- (Indian Rupees Two Hundred And Sixteen Only) respectively, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:

- a. 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 215.98/- (Indian Rupees Two Hundred Fifteen and Paise Ninety-Eight Only) per equity share;
- b. 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 203.19/- (Indian Rupees Two Hundred Three and Paise Nineteen Only) per equity share.
- c. Floor price determined in accordance with the provisions of the articles of association of the Company. However, the articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

ii. As the proposed allotment is more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert. Hence, in terms of Regulation 166A of ICDR Regulations, the Company has obtained a valuation report from an independent registered valuer for determining the price. The price determined through valuation report of Shri Hitesh Jhamb, Registered valuer (IBBI/RV/11/2019/12355) is ₹ 215.98 (Rupees Two Hundred Fifteen and Paise Ninety Eight Only) per equity share. The said report is available on the website of the Company at <https://www.univastu.com>.

h. The price or price band at/within which the allotment is proposed:

As stated in clause g. above, (i) the Investors Equity Shares are proposed to be issued at an issue price of INR 216/- (Indian Rupees Two Hundred and Sixteen Only) per equity share.

i. Relevant Date with reference to which the price has been arrived at:

The 'relevant date' for the purpose of determination of the floor price for issue of the Investor Equity Shares under the Investors Preferential Issue, as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is Monday, September 23, 2024 ("Relevant Date"), being the date 30 (Thirty) days prior to the date on which the meeting viz. this Extra-Ordinary General Meeting of members of the Company is proposed to be held to consider and approve the Investors Preferential Issue.

j. The class or classes of persons to whom the allotment is proposed to be made:

The equity shares are proposed to be issued and allotted to private investors comprising of (a) Individuals, and (b) Body Corporate, who shall hold the equity shares in the Company under 'public shareholders' category.

The Equity Shares shall be issued and allotted to the Investors as detailed herein below:

Sr. No.	Name of Proposed Investor	Maximum No. of Equity Shares to be allotted	Maximum Amount to be paid for Equity Shares (INR)
1	Preeti Aggarwal	50,000	10,800,000
2	Pardeep Nandal	25,000	5,400,000
3	Deepika Garg	25,000	5,400,000
4	Nisha Mantri	25,000	5,400,000
5	Manish Grover	100,000	21,600,000
6	Pankaj Passi	10,000	2,160,000
7	Monika Verma	12,000	2,592,000
8	Ritu Gupta	50,000	10,800,000
9	Vinay Makkar	15,000	3,240,000
10	Manish Mehta	50,000	10,800,000
11	Vikram Kathuri	50,000	10,800,000
12	Nishta Goel	50,000	10,800,000
13	Raj Chawla	10,000	2,160,000
14	Manish Agrawal	10,000	2,160,000
15	Srishti Jain	10,000	2,160,000
16	Mohit Dhingra	5,000	1,080,000
17	Salhydrau Industries Pvt Ltd	30,000	6,480,000
18	Divine Fund 1	50,000	10,800,000
19	Topfilings India Private	20,000	4,320,000

	Limited		
20	3 Dimension Capital Services Limited	70,000	15,120,000
21	Badjate Stock @Shares Pvt Ltd	100,000	21,600,000
	Total	767,000	165,672,000

- k. Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer:

The promoters, directors and key managerial personnel of the Company does not intent to participate in the Investors Preferential Issue.

- l. The proposed time within which the allotment shall be completed:

The Investors Equity Shares shall be allotted by the Company to the Proposed Investors in dematerialized form within a period of 15 (fifteen) days from the date of passing of this special resolution by members of the Company, provided that, where the issue and allotment of the said Investors Equity Shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to the Stock Exchange), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.

- m. The names of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the Investors Equity Shares proposed to be allotted and/ or who ultimately control the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Sr. No.	Name of the Proposed Investors	Ultimate Beneficial Owners ('UBO')	Maximum Amount / Up to (INR)	Pre issue shareholding		Post- issue Shareholding*	
				No. of Share	%	No of Shares	%
1.	Preeti Aggarwal	N.A.	10,800,000	-	-	50,000	0.39
2.	Pardeep Nandal	N.A.	5,400,000	-	-	25,000	0.19
3.	Deepika Garg	N.A.	5,400,000	-	-	25,000	0.19
4.	Nisha Mantri	N.A.	5,400,000	-	-	25,000	0.19
5	Manish Grover	N.A.	21,600,000	-	-	100,000	0.78
6	Pankaj Passi	N.A.	2,160,000	-	-	10,000	0.08
7	Monika Verma	N.A.	2,592,000	-	-	12,000	0.09
8	Ritu Gupta	N.A.	10,800,000	-	-	50,000	0.39
9	Vinay Makkar	N.A.	3,240,000	-	-	15,000	0.12
10	Manish Mehta	N.A.	10,800,000	-	-	50,000	0.39
11	Vikram Kathuri	N.A.	10,800,000	-	-	50,000	0.39
12	Nishta Goel	N.A.	10,800,000	-	-	50,000	0.39

13	Raj Chawla	N.A.	2,160,000	-	-	10,000	0.08
14	Manish Agrawal	N.A.	2,160,000	-	-	10,000	0.08
15	Srishti Jain	N.A.	2,160,000	-	-	10,000	0.08
16	Mohit Dhingra	N.A.	1,080,000	-	-	5,000	0.04
17	Salhydrau Industries Pvt Ltd	Mr. Gurjeet Singh Walia, Mr. Puneet Mehta	6,480,000	-	-	30,000	0.23
18	Divine Fund 1	N.A.	10,800,000	-	-	50,000	0.39
19	Topfilings India Private Limited	Mr. Gaurav Jain	4,320,000	-	-	20,000	0.16
20	3 Dimension Capital Services Limited	Mr. Pankaj Khatan	15,120,000	-	-	70,000	0.54
21	Badjate Stock @Shares Pvt Ltd	Mr. Anuj Santilal Badjate	21,600,000	-	-	100,000	0.78

\*The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

- n. The change in control, if any, in the Company that would occur consequent to the preferential offer:

The Investors Preferential Issue will not result into change in the control of the Company.

- o. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the financial year viz. 2024-2025, the Company has not made any issue and allotment of securities on preferential basis.

- p. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable as the Investors Preferential Issue is proposed to be made for cash consideration.

- q. The pre issue and post issue shareholding pattern of the Company:

Sr. No.	Category	Pre-Issue		* * * Post-Issue	
		No. of Equity Shares	% of Sharehold ing	No. of Equity Shares	% of Sharehold ing
A.	Statement showing shareholding pattern of the Promoter and Promoter Group				
(1)	Indian				
(a)	Individuals/Hindu undivided Family	8091812	71.20	8091812	62.90
(b)	Central Government/ State Government(s)	0	0	0	0
(c)	Financial Institutions/ Banks	0	0	0	0
(d)	Any Other (specify)	0	0	0	0

	<b>Sub-Total (A)(1)</b>	<b>8091812</b>	<b>71.20</b>	<b>8091812</b>	<b>62.90</b>
<b>(2)</b>	<b>Foreign</b>				
(a)	Individuals (NonResident Individuals/ Foreign Individuals)	0	0	0	0
(b)	Government	0	0	0	0
(c)	Institutions	0	0	0	0
(d)	Foreign Portfolio Investor	0	0	0	0
(e)	Any Other (specify)	0	0	0	0
	<b>Sub-Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>8091812</b>	<b>71.20</b>	<b>8091812</b>	<b>62.90</b>
<b>B.</b>	<b>Statement showing shareholding pattern of the Public shareholder</b>				
<b>(1)</b>	<b>Institutions (Domestic)</b>				
(a)	Mutual Funds	0	0	0	0
(b)	Venture Capital Funds	0	0	0	0
(c)	Alternate Investment Funds	0	0	0	0
(d)	Banks	0	0	0	0
(e)	Insurance Companies	0	0	0	0
(f)	Provident Funds/ Pension Funds	0	0	0	0
(g)	Asset reconstruction companies	0	0	0	0
(h)	Sovereign Wealth Funds	0	0	0	0
(i)	NBFCs registered with RBI	0	0	0	0
(j)	Other Financial Institutions	0	0	0	0
(k)	Any Other (specify)	0	0	0	0
	<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>(2)</b>	<b>Institutions (Foreign)</b>				
(a)	Foreign Direct Investment	0	0	0	0
(b)	Foreign Venture Capital Investors	0	0	0	0
(c)	Sovereign Wealth Funds	0	0	0	0
(d)	Foreign Portfolio Investors Category I	0	0	0	0
(e)	Foreign Portfolio Investors Category II	0	0	0	0
(f)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0
(g)	Any Other (specify)	0	0	0	0
	<b>Sub-Total (B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>(3)</b>	<b>Central Government / State Government(s)</b>				
(a)	Central Government / President of India	0	0	0	0
(b)	State Government / Governor	0	0	0	0
(c)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	0	0	0	0
	<b>Sub-Total (B)(3)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>(4)</b>	<b>Non-institutions</b>				
(a)	Associate Companies / Subsidiaries				
(b)	Directors and their relatives (excluding independent directors and nominee directors)	<b>68890</b>	<b>0.61</b>	<b>68890</b>	<b>0.54</b>
(c)	Key Managerial Personnel	0	0	0	0
(d)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	0	0	0	0
(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	0	0	0	0
(f)	Investor Education and Protection Fund (IEPF)	0	0	0	0
(g)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	<b>1019230</b>	<b>8.97</b>	<b>1019230</b>	<b>7.92</b>

Sr. No.	Category	Pre-Issue		* ** Post-Issue	
		No. of Equity Shares	% of Shareholding	No. of Equity Shares	% of Shareholding
(h)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	1587621	13.97	2264621	17.60
(i)	Non Resident Indians (NRIs)	76384	0.67	76384	0.59
(j)	Foreign Nationals	0	0	0	0
(k)	Foreign Companies	0	0	0	0
(l)	Bodies Corporate	313606	2.76	1136606	8.84
(m)	Any Other (specify)	207057	1.82	207057	1.61
	<b>Sub-Total (B)(4)</b>	<b>3272788</b>	<b>28.80</b>	<b>4772788</b>	<b>37.1</b>
	<b>Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)+(B)(4)</b>	<b>3272788</b>	<b>28.80</b>	<b>4772788</b>	<b>37.1</b>
<b>C</b>	<b>Statement showing shareholding pattern of the Non Promoter- Non Public shareholder</b>				
(1)	Custodian/DR Holder - Name of DR Holders (If Available)	0	0	0	0
(2)	Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	0	0	0	0
	<b>Total Non Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total ( A+B+C2 )</b>	<b>11364600</b>	<b>100.00</b>	<b>12864600</b>	<b>100</b>
	<b>Total (A+B+C )</b>	<b>11364600</b>	<b>100.00</b>	<b>12864600</b>	<b>100</b>

\* Assuming completion of the preferential allotment to Proposed Investors.

\*\* The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

r. The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

Currently, the Proposed Investors who are holding equity shares in the Company are classified under 'public shareholders' category.

s. Lock-in Period:

The Investors Equity Shares proposed to be issued to the Investors under the Investors Preferential Issue shall be subject to lock-in, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

t. Listing:

The Investors Equity Shares proposed to be allotted to the Proposed Investors under the Investors Preferential Issue shall be listed and shall be admitted for trading on the main board of Stock Exchanges viz. National Stock Exchange of India Limited, subject to requisite approval from the Stock Exchange.

u. Practicing Company Secretary's Certificate

As required under the provisions of Regulation 163(2) of SEBI ICDR Regulations, a certificate issued M/s. Vikas Verma & Associates, Practicing Company Secretaries, certifying, inter alia, that the Investors Preferential Issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations shall be placed before the meeting of the members. The said certificate

issued by M/s. Vikas Verma & Associates is also hosted on the website of the company at [www.univastu.com](http://www.univastu.com).

v. Undertakings / Confirmations:

1. The Company is eligible to undertake the preferential issue in accordance with the provisions of the Chapter V of the SEBI ICDR Regulations.
2. None of the promoters and/or directors of the Company are a fugitive economic offender as defined under the SEBI ICDR Regulations.
3. Neither the Company nor any of its promoters and/or directors have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
4. Each of the Proposed Allottees has confirmed that it has not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
5. As the equity shares of the Company are listed on recognized Stock Exchange for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price. However, the Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid by the respective Proposed Allottees.

The approval of the members is being sought to enable the Board to issue and allot the Investors Equity Shares on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement. The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors recommend passing of the special resolution at item no. 1 of the accompanying notice for the approval of the Members of the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

**Item 2: Issuance of Warrants to the Proposed Allottees of the Company by way of preferential issue:**

The Company intends to raise funds from the Identified Proposed Allottees by issuance of the Warrants for the purpose of Working Capital Requirements. Therefore, the Board, in its meeting held on Saturday, September 26, 2024, has approved the proposal for issuance of the Warrants to the Proposed Allottees under the Preferential Issuer as per terms stated in the aforesaid resolution,



subject to, inter alia, approval of the members of the Company and shall be on the terms and conditions, as mentioned below:

- a. Pursuant to Regulation 160(c) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), the allotment of the Warrants (including the Equity Shares to be allotted on conversion of such Warrants) shall be made only in dematerialized form.
- b. In accordance with the provisions of Regulation 161 of ICDR Regulations, the 'Relevant Date' for the Warrant issue is determined to be Monday, September 23, 2024.
- c. In accordance with the applicable provisions of the ICDR Regulations an amount of INR 54/- ( Indian Rupees fifty Four Only) which is equivalent to 25% (twenty-five per cent) of the Warrant Issue Price shall be paid by the Proposed Allottees to the Company as upfront payment ("Warrant Subscription Price").
- d. The Proposed Allottees shall be, subject to the ICDR Regulations and other applicable rules, regulations and laws, entitled to exercise the conversion rights attached to the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed exchanged or converted with / into the Equity Shares of the Company and making payment at the rate of INR 162/- (Indian Rupees One Hundred And Sixty Two Only) being 75% (seventy five per cent) of the Warrant Issue Price ("Warrant Exercise Price") in respect of each Warrant proposed to be converted by the Proposed Allottees.
- e. On receipt of such application from the Proposed Allottees, the Company shall without any further approval from the shareholders of the Company take necessary steps to issue and allot the corresponding number of Equity Shares to the Proposed Allottees.
- f. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Proposed Allottees within the aforesaid period of 18 (eighteen) months, the entitlement of the Proposed Allottees to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Proposed Allottees on such Warrants shall stand forfeited.
- g. The Equity Shares allotted on exercise of the Warrants shall only be in dematerialized form and shall rank pari passu with the existing Equity Shares of the Company including entitlement to voting powers and dividend.
- h. The proposed issue and allotment of the Warrants and the exercise of option thereof will be governed by the Memorandum and Articles of Association of the Company, the Act, the ICDR Regulations, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018, as amended, ("Listing Regulations"), applicable rules, notifications and circulars issued by the Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the statutory and / or regulatory authorities, as maybe applicable including the Securities and Exchange Board of India.

This resolution is recommended to the members of the Company for their consideration and approval pursuant to the provisions of Sections 42 and 62 read with Rule 14 of the Companies

(Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and the provisions of Chapter V of the SEBI ICDR Regulations.

The disclosure required in terms of provisions of Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the provisions of Chapter V of the SEBI ICDR Regulations are as follows:

a. Particulars of the offer including date of passing of Board resolution:

The Board, in its meeting held on Saturday, September 26, 2024, has approved the proposal for the creation, offer, issuance and allotment of up to 7,33,000 (Seven Lakhs and Thirty Three Thousand) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of INR 10/- (Indian Rupees Ten Only) ("Equity Share") each ("Warrants") at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of INR 216/- (Indian Rupees Two hundred And Sixteen only) each payable in cash ("Warrant Issue Price"), aggregating up to INR 15,83,28,000/- (Indian Rupees Fifteen Crore Eighty Three Lakhs and Twenty Eight Thousand only ) in one or more tranches.

b. The Objects of the issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the Working Capital Requirements and acquisition of business.

c. Utilization of Issue Proceeds

Given that the funds to be received against Warrants conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

Sr. No.	Particulars	Total estimated amount to be utilized for each of the Objects (Rs. In Crores)	Tentive timelines for utilization of issue Proceeds from the date of receipt of fund
2.	Working capital requirements and acquisition of business	15,83,28,000	Within 3 to 4 months
	TOTAL	15,83,28,000	

\*Considering 100% conversion of Warrants into equity shares within the stipulated time.

Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned

Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 3 (Three) to 4 (Four) months from the date of receipt of funds for the Warrants (as set out herein).

In terms of the NSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.

This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

d. Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

e. Monitoring of utilisation of funds

i. Given that the issue size exceeds doesn't Rs. 100 Crore (Indian Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company doesn't require to appoint any credit rating Agency, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency").

f. Kinds of securities offered, the total number of shares or other securities to be issued, the price at which security is being offered and amount which the Company intends to raise by way of such securities:

The Company propose to issue in one or more tranches up to 7,33,000 (Seven Lakhs And Thirty Three Thousand) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of INR 10/- (Indian Rupees Ten Only) ("Equity Share") each ("Warrants") at a price (including the Warrant

Subscription Price and the Warrant Exercise Price) of INR 216/- (Indian Rupees Two Hundred And sixteen only) each payable in cash ("Warrant Issue Price"), in one or more tranches which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations for an aggregate consideration of up to 15,83,28,000/- (Indian Rupees Fifteen Crore Eighty Three Lakhs and Twenty Eight Thousand only)

- g. Basis on which the price has been arrived at along with report of the registered valuer:
- i. In terms of the SEBI ICDR Regulations, the floor price at which the warrants can be issued is INR 216/- (Indian Rupees Two Hundred And Sixteen Only) respectively, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:
    - a. 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 215.98/- (Indian Rupees Two Hundred Fifteen and Paise Ninety-Eight Only) per equity share;
    - b. 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 203.19/- (Indian Rupees Two Hundred Three and Paise Nineteen Only) per equity share.
    - c. Floor price determined in accordance with the provisions of the articles of association of the Company. However, the articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.
  - ii. As the proposed allotment is more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert. Hence, in terms of Regulation 166A of ICDR Regulations, the Company has obtained a valuation report from an independent registered valuer for determining the price. The price determined through valuation report of Shri Hitesh Jhamb, Registered valuer (IBBI/RV/11/2019/12355) is ₹ 215.98 (Rupees Two Hundred Fifteen and Paise Ninety-Eight Only) per Warrants. The said report is available on the website of the Company at <https://www.univastu.com>.
- h. The price or price band at/within which the allotment is proposed:

As stated in clause g. above, the Warrants are proposed to be issued at an issue price of INR 216/- (Indian Rupees Two Hundred and Sixteen Only) per Warrant.

- i. Relevant Date with reference to which the price has been arrived at:

The 'relevant date' for the purpose of determination of the floor price for issue of the Warrants as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is Monday, September 23, 2024 ("Relevant Date"), being the date 30 (Thirty) days prior to the date on which the meeting viz. this Extra-Ordinary General Meeting of members of the Company is proposed to be held to consider and approve the Proposed Allottees.

- j. The class or classes of persons to whom the allotment is proposed to be made:

The warrants are proposed to be issued and allotted to private investors comprising of Individuals and Body Corporate, who shall hold the warrants in the Company under the Non-Promoter Public Category. The Warrants shall be issued and allotted to the Proposed Allottees as detailed herein below:

S r . N o	Name	Number of Warrants to be Alloted	Amount to be paid for Warrants (INR)	Number of Shares to be Issued assuming full conversio n of Warrants
1	Manish Grover	50,000	10,800,000	50,000
2	Pankaj Passi	10,000	2,160,000	10,000
3	Manish Mehta	25,000	5,400,000	25,000
4	Vikram Kathuri	25,000	5,400,000	25,000
5	Deepak Tayal	20,000	4,320,000	20,000
6	Preeti Bhauka	20,000	4,320,000	20,000
7	Sakshi Bhalla	10,000	2,160,000	10,000
8	Ritu Bansal	10,000	2,160,000	10,000
9	Rakesh Zambare	10,000	2,160,000	10,000
10	SBJ Management Services Private Limited	140,000	30,240,000	140,000
11	WCA Services Private Limited	138,000	29,808,000	138,000
12	Fligtech Solutions Private Limited	75,000	16,200,000	75,000
13	Salhydrau Industries Pvt Ltd	20,000	4,320,000	20,000
14	Divine Fund 1	50,000	10,800,000	50,000
15	SSNK Consultancy Sevices Private Limited	50,000	10,800,000	50,000
16	SRM Value Growth Investments Pvt. Ltd.	50,000	10,800,000	50,000
17	3 Dimension Capital Services Limited	30,000	6,480,000	30,000
	Total	733,000	158,328,000	733,000

- k. Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer:

The promoters and promoter group doesn't intent to participate in the Preferential Issue.

- l. The proposed time within which the allotment shall be completed:

The Warrants shall be allotted by the Company to the Identified Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the date of passing of this special resolution by members of the Company, provided that, where the issue and allotment of the said Warrants to the Identified Proposed Allottees is pending on account of pendency of approval of any regulatory authority (including, but not limited to the Stock Exchange), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.

- m. The names of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and/ or who ultimately control the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Sr. No.	Name of the Proposed Investors	Ultimate Beneficial Owners ('UBO')	Maximum Amount / Up to (INR)	Pre issue shareholding		Post- issue Shareholding*	
				No. of Share $\pm$	%	No of Shares	%
1.	Manish Grover	N.A.	10,800,000	-	-	50,000	0.39
2.	Pankaj Passi	N.A.	2,160,000	-	-	10,000	0.08
3.	Manish Mehta	N.A.	5,400,000	-	-	25,000	0.19
4.	Vikram Kathuri	N.A.	5,400,000	-	-	25,000	0.19
5.	Deepak Tayal	N.A.	4,320,000	-	-	20,000	0.16
6.	Preeti Bhauka	N.A.	4,320,000	-	-	20,000	0.16
7.	Sakshi Bhalla	N.A.	2,160,000	-	-	10,000	0.08
8.	Ritu Bansal	N.A.	2,160,000	-	-	10,000	0.08
9.	Rakesh Zambare	N.A.	2,160,000	-	-	10,000	0.08
10	SBJ Management Services Private Limited	Mr. Ravi Bhatia Mrs Bhawna Bhatia	30,240,000	-	-	140,000	1.09
11	WCA Services Private Limited	Mr. Bhawna Bhatia	29,808,000	-	-	138,000	1.07
12	Flightech Solutions Private Limited	Mr. Harish	16,200,000	-	-	75,000	0.58
13	Salhydrau Industries Pvt Ltd	Mr. Gurjeet Singh Walia, Mr. Puneet Mehta	4,320,000	-	-	20,000	0.16
14	Divine Fund 1	N.A.	10,800,000	-	-	50,000	0.39
15	SSNK Consultancy Sevices Private Limited	Mr. Shammi Khanna Mr. Sunny Raheja	10,800,000	-	-	50,000	0.39

16	SRM Value Growth Investments Pvt. Ltd.	Mr. Rakshay Jain	10,800,000	-	-	50,000	0.39
17	3 Dimension Capital Services Limited	Mr. Pankaj Khatan	6,480,000	-	-	30,000	0.23

\* Assuming competition of the preferential allotment to proposed Investors.

\*\* The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

- o. The change in control, if any, in the Company that would occur consequent to the preferential offer:

The Promoter Preferential Issue will not result into change in the control of the Company.

- p. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the financial year viz. 2024-2025, the Company has not made any issue and allotment of any securities on preferential basis.

- q. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable as Non- Promoter Preferential Issue is proposed to be made for cash consideration.

- r. The pre-issue and post issue shareholding pattern of the Company:

The pre-issue and the post-issue shareholding pattern of the Company (considering full allotment of equity shares to be issued on preferential basis as per this Notice) is mentioned hereinbelow:

Sr. No.	Category	Pre-Issue		* * * Post-Issue	
		No. of Equity Shares	% of Sharehold ing	No. of Equity Shares	% of Sharehold ing
<b>A.</b>	<b>Statement showing shareholding pattern of the Promoter and Promoter Group</b>				
<b>(1)</b>	<b>Indian</b>				
(a)	Individuals/Hindu undivided Family	8091812	71.20	8091812	62.90
(b)	Central Government/ State Government(s)	0	0	0	0
(c)	Financial Institutions/ Banks	0	0	0	0
(d)	Any Other (specify)	0	0	0	0
	<b>Sub-Total (A)(1)</b>	<b>8091812</b>	<b>71.20</b>	<b>8091812</b>	<b>62.90</b>
<b>(2)</b>	<b>Foreign</b>				
(a)	Individuals (NonResident Individuals/ Foreign Individuals)	0	0	0	0
(b)	Government	0	0	0	0
(c)	Institutions	0	0	0	0
(d)	Foreign Portfolio Investor	0	0	0	0
(e)	Any Other (specify)	0	0	0	0

	<b>Sub-Total (A)(2)</b>	0	0	0	0
	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>8091812</b>	<b>71.20</b>	<b>8091812</b>	<b>62.90</b>
<b>B.</b>	<b>Statement showing shareholding pattern of the Public shareholder</b>				
<b>(1)</b>	<b>Institutions (Domestic)</b>				
(a)	Mutual Funds	0	0	0	0
(b)	Venture Capital Funds	0	0	0	0
(c)	Alternate Investment Funds	0	0	0	0
(d)	Banks	0	0	0	0
(e)	Insurance Companies	0	0	0	0
(f)	Provident Funds/ Pension Funds	0	0	0	0
(g)	Asset reconstruction companies	0	0	0	0
(h)	Sovereign Wealth Funds	0	0	0	0
(i)	NBFCs registered with RBI	0	0	0	0
(j)	Other Financial Institutions	0	0	0	0
(k)	Any Other (specify)	0	0	0	0
	<b>Sub-Total (B)(1)</b>	0	0	0	0
<b>(2)</b>	<b>Institutions (Foreign)</b>				
(a)	Foreign Direct Investment	0	0	0	0
(b)	Foreign Venture Capital Investors	0	0	0	0
(c)	Sovereign Wealth Funds	0	0	0	0
(d)	Foreign Portfolio Investors Category I	0	0	0	0
(e)	Foreign Portfolio Investors Category II	0	0	0	0
(f)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0
(g)	Any Other (specify)	0	0	0	0
	<b>Sub-Total (B)(2)</b>	0	0	0	0
<b>(3)</b>	<b>Central Government / State Government(s)</b>				
(a)	Central Government / President of India	0	0	0	0
(b)	State Government / Governor	0	0	0	0
(c)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	0	0	0	0
	<b>Sub-Total (B)(3)</b>	0	0	0	0
<b>(4)</b>	<b>Non-institutions</b>				
(a)	Associate Companies / Subsidiaries				
(b)	Directors and their relatives (excluding independent directors and nominee directors)	<b>68890</b>	<b>0.61</b>	<b>68890</b>	<b>0.54</b>
(c)	Key Managerial Personnel	0	0	0	0
(d)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	0	0	0	0
(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	0	0	0	0
(f)	Investor Education and Protection Fund (IEPF)	0	0	0	0
(g)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	<b>1019230</b>	<b>8.97</b>	<b>1019230</b>	<b>7.92</b>
<b>Sr. No.</b>	<b>Category</b>	<b>Pre-Issue</b>		<b>* * * Post-Issue</b>	
		<b>No. of Equity Shares</b>	<b>% of Shareholding</b>	<b>No. of Equity Shares</b>	<b>% of Shareholding</b>
(h)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	1587621	13.97	2264621	17.60
(i)	Non Resident Indians (NRIs)	<b>76384</b>	<b>0.67</b>	<b>76384</b>	<b>0.59</b>
(j)	Foreign Nationals	0	0	0	0



(k)	Foreign Companies	0	0	0	0
(l)	Bodies Corporate	313606	2.76	1136606	8.84
(m)	Any Other (specify)	207057	1.82	207057	1.61
	<b>Sub-Total (B)(4)</b>	<b>3272788</b>	<b>28.80</b>	<b>4772788</b>	<b>37.1</b>
	<b>Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)+(B)(4)</b>	<b>3272788</b>	<b>28.80</b>	<b>4772788</b>	<b>37.1</b>
<b>C</b>	<b>Statement showing shareholding pattern of the Non Promoter- Non Public shareholder</b>				
<b>( 1 )</b>	Custodian/DR Holder - Name of DR Holders (If Available)	0	0	0	0
<b>( 2 )</b>	Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	0	0	0	0
	<b>Total Non Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total ( A+B+C2 )</b>	<b>11364600</b>	<b>100.00</b>	<b>12864600</b>	<b>100</b>
	<b>Total (A+B+C )</b>	<b>11364600</b>	<b>100.00</b>	<b>12864600</b>	<b>100</b>

# Assuming completion of the preferential allotment to Proposed Investors and Identified Promoters  
@ The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

s. The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

As mentioned above, the Proposed Allottees are forming part of Non-Promoter Public Category of the Company and such status will continue to remain the same post the Preferential Issue.

t. Lock-in Period:

The pre-preferential allotment shareholding of the Identified Proposed Allottees, if any, in the Company and Warrants allotted in terms of this resolution and the resultant Equity Shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as per the provisions of the ICDR Regulations.

u. Listing:

Post conversion of Warrants into Equity Shares to be allotted to the Identified Proposed Allottees shall be listed and shall be admitted for trading on the main board of Stock Exchanges National Stock Exchange of India Limited, subject to requisite approval from the Stock Exchange.

v. Practicing Company Secretary's Certificate

As required under the provisions of Regulation 163(2) of SEBI ICDR Regulations, a certificate issued by, M/s. Vikas Verma & Associates certifying, inter alia, that the Preferential Issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations, shall be placed before the meeting of the members. The said certificate issued by M/s. Vikas Verma & Associates, Practicing Company Secretaries, is also hosted on the website of the Company at [www.univastu.com](http://www.univastu.com).

w. Undertakings / Confirmations:

1. The Company is eligible to undertake the preferential issue in accordance with the provisions of the Chapter V of the SEBI ICDR Regulations.
2. None of the promoters and/or directors of the Company are a fugitive economic offender as defined under the SEBI ICDR Regulations.
3. Neither the Company nor any of its promoters and/or directors have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations.

Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.

4. Each of Identified Proposed Allottees has confirmed that it has not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
5. As the equity shares of the Company are listed on recognized Stock Exchange for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price. However, the Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid by the respective allottees.

The approval of the members is being sought to enable the Board to issue and allot the Warrants on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement. The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its members.

None of the Directors, Key Managerial Personnel or their relatives are not in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors recommend passing of the special resolution at item no. 2 of the accompanying notice for the approval of the Members of the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

By Order Of Board Of Directors  
Univastu India Ltd

SD/-  
Sakshi Tiwari  
Company Secretary

Place: Pune  
Date: 01/10/2024