

Date: 16th July, 2024

To,

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051
Scrip Code: UNIVAFOODS

BSE Limited
Listing Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.
Scrip Code: 526683

Sub: Annual Secretarial Compliance Report for the financial year ended 31st March, 2024

Dear Sir/Madam,

Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019 read with Regulation 24A(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Secretarial Compliance Report for the financial year ended 31st March, 2024 issued by M/s. Hemang Satra & Associates, Practicing Company Secretaries.

Request you to please take the above on records.

Thanking you,

Yours faithfully

For Univa Foods Limited

Deepak Babulal Kharwad
(DIN 08134487)
Director

Enclosures: as above

Univa Foods Limited

(Formerly Known as Hotel Rugby Limited)

Regd. Office: 2, Ground Floor, 9, Dev Bhuvan, Gazdar Street, Chirabazar, Kalbadevi, Mumbai City-400002,
Maharashtra, India. | CIN: L55101MH1991PLC063265

Tel.: 022 67470380 | Email Id: rugbyhotel@rediffmail.com | Website: www.hotelrugby.co.in

To
The Board of Directors
Univa Foods Limited
2, Ground Floor, 9, Dev Bhuvan, Gazdar Street,
Chirabazar, Kalbadevi, Mumbai 400002.

Dear Sir(s),

Sub.: Annual Secretarial Compliance Report for the Financial Year 2023-24.

I have been engaged by Univa Foods Limited (hereinafter referred to as the Company) bearing CIN: L55101MH1991PLC063265 whose Equity Shares are listed on BSE Limited and National Stock Exchange of India Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI s Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

My audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Hemang Satra & Associates
Company Secretaries

375 Vidyut Bldg, D Block, 1st Floor,
Chirabazar, Mumbai – 400002
Mobile: +91-9769848168
Email: hemangsatra99@gmail.com

Annual Secretarial Compliance Report is enclosed.

**For Hemang Satra & Associates,
Company Secretaries**

Place: Mumbai
Date: 16th July, 2024
UDIN: A054476F000755066
Peer Review No: 5684/2024

Hemang Satra
Proprietor
M. No.: A54476
C. P. No.: 24235

**Secretarial Compliance Report of Univa Foods Limited
for the financial year ended 31st March, 2024**

I have examined:

- (a) all the documents and records made available to us and explanation provided by **Univa Foods Limited** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification for the year ended 31st March, 2024 (“Review Period”) in respect of compliance with the provisions of :
 - i. the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - ii. the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: Not applicable during the audit period under review.
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: Not applicable during the audit period under review.

- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021: Not applicable during the audit period under review.
- (f) Securities and Exchange Board of India Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: Not applicable during the audit period under review.
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Complied

2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	Complied
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">● The Listed entity is maintaining a functional website● Timely dissemination of the documents/information under a separate section on the website● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website	No	The Company is having a website, but the same is not functional and the documents for the FY 22-23 have not been uploaded by the Company as on the date of this report.
4.	Disqualification of Director: <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	Complied

5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA	As company do not have any subsidiary.
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015.</p>	Yes	Complied
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.</p>	Yes	Complied

8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	<p>Yes</p> <p>Yes</p>	<p>Complied</p> <p>Complied</p>
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	<p>Yes</p>	<p>The Company has complied in general except for non-submission of changes in Directors in the XBRL mode, the details of which is forming part of this report.</p>
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	<p>Yes</p>	<p>The Company has complied the provisions of Insider Trading in general, however, the Company has not provided the requisite documents with respect to the PIT regulations. However, as informed by the management that the Company is in process of retrieving the data from the Structured Digital Database application from the vendor.</p>

Hemang Satra & Associates

Company Secretaries

375 Vidyut Bldg, D Block, 1st Floor,

Chirabazar, Mumbai – 400002

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11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	No	No data relating to action taken received from the management of the Company. So, I am unable to comment on this.
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.	Yes	Complied

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or		

	<p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the auditreport for such financial year.</p>	NA	No such event happened during the Year.
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity /its material subsidiary to the AuditCommittee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting</p>	NA	No such event happened during the Year.

	for the quarterly Audit Committee meetings.		
	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>	<p>NA</p> <p>NA</p>	<p>No such event happened during the Year.</p> <p>No such event happened during the Year.</p> <p>No such event happened during the Year.</p>

	<p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.</p>	NA	No such event happened during the Year.

*Observations / Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA.'

Hemang Satra & Associates

Company Secretaries

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Chirabazar, Mumbai - 400002

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- (a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Sending/ filing of certificate to the Stock Exchanges	74(5) of Depositories and Participants) Regulations, 2018	Delay of 4 days in filing of certificate to the Stock Exchanges (BSE & NSE) for the Quarter ended 31.03.2023 and delay of 1 day in filing of certificate	Stock exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE")	I am unable to comment as I have not received any information from the Company.	There was delay of 4 days in filing of Certificate to Stock exchanges (BSE & NSE) for the Quarter ended 31.03.2023 and 1 day for the Quarter ended 31.12.2024.	NA	There was delay of 4 days in filing of Certificate to Stock exchanges (BSE & NSE) for the Quarter ended 31.03.2023 and 1 day for the Quarter ended 31.12.2023.	Management will take care in future.	Advised to take more care and file in time in future and comply with circular and regulations

			to the Stock Exchanges (BSE & NSE) for the Quarter ended 31.12.2023.							
2.	Declaration/disclosure under Regulation 31 (4) and (5) of SEBI (SAST) Regulations, 2011.	Regulation 31 (4) and (5) of SEBI (SAST) Regulations, 2011.	The promoters of the Company have failed to provide the said disclosure for the FY 22-23.	Stock exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE")	I am unable to comment as I have not received any information from the Company.	The promoters of the Company have failed to provide the said disclosure for the FY 22-23.	NA	The promoters of the Company have failed to provide the said disclosure for the FY 22-23.	Management will take care in future.	Advised to comply with regulations

3.	Intimation under Clause 4(2) of Schedule-B read with Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015	Clause 4(2) of Schedule B read with Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015	Delay of 1 day in intimation for closure of Trading Window for the Quarter ended 31.03.2023 to BSE & NSE and No intimation for closure of Trading Window for the Quarter ended 31.12.2024 given to BSE and NSE	Stock exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE")	I am unable to comment as i have not received any information from the Company.	There was delay of 1 day in intimation for closure of Trading Window for the Quarter ended 31.03.2023 to BSE & NSE and No intimation for closure of Trading Window for the Quarter ended 31.12.2024 given to BSE and NSE	NA	There was delay of 1 day in intimation for closure of Trading Window for the Quarter ended 31.03.2023 to BSE & NSE and No intimation for closure of Trading Window for the Quarter ended 31.12.2024 given to BSE and NSE.	Management will take care in future.	Advised to take more care and file in time in future.
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4.	Filing of investor grievances under Regulation 13 of SEBI (LODR), Regulations, 2015.	Regulation 13 of SEBI (LODR), Regulations, 2015	Delay of 1 day in filing of statement of investor grievance for the Quarter ended 31.12.2024 to NSE	Stock exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE")	I am unable to comment as I have not received any information from the Company.	There was delay of 1 day in filing of statement of investor grievance for the Quarter ended 31.12.2024 to NSE.	NA	There was delay of 1 day in filing of statement of investor grievance for the Quarter ended 31.12.2024 to NSE.	Management will take care in future.	Advised to take more care and file in time in future.
5	The listed entity shall submit financial results in XBRL within 24 hours of submission of results in PDF mode	Reg 33 of LODR read with BSE Circular: DCS/COMP/28/2016-17 dated 30 th March, 2017	Filing of Financial Results for the quarter ended September, 2023 was filed beyond 24 hours	Stock exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE")	I am unable to comment as I have not received any information from the Company.	Filing of Financial Results for the quarter ended September, 2023 was filed beyond 24 hours	NA	Filing of Financial Results for the quarter ended September, 2023 was filed beyond 24 hours	Management will take care in future.	Advised to take more care and file in time in future and comply with circular and regulations

6	The listed entity shall submit Annual Report in XBRL mode in addition to the currently used PDF mode.	Reg 34 of LODR read with BSE Circular LIST/COMP/40/2018-19 dated February 08, 2019	The Company has not filed the annual report in XBRL mode for the financial year 2023-24	Stock exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE")	I am unable to comment as I have not received any information from the Company.	The Company has not filed the annual report in XBRL mode for the financial year 2023-24	NA	The Company has not filed the annual report in XBRL mode for the financial year 2023-24	Management will take care in future.	Advised to take more care and file in time in future and comply with circular and regulations
7	The listed entity shall submit changes in Directors in XBRL mode in addition to the currently used PDF mode.	Reg 30 of LODR read with Para A of Part A of Schedule III and BSE Circular LIST/COMP/40/2018-19 dated February 08, 2019	The Company has not filed the appointment of Mr. Nikhil Dilipbhai Bhuta and Mr. Vishal Omprakash Sharma in XBRL mode	Stock exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE")	I am unable to comment as I have not received any information from the Company.	The Company has not filed the appointment of Mr. Nikhil Dilipbhai Bhuta and Mr. Vishal Omprakash Sharma in XBRL mode	NA	The Company has not filed the appointment of Mr. Nikhil Dilipbhai Bhuta and Mr. Vishal Omprakash Sharma in XBRL mode.	Management will take care in future.	Advised to take more care and file in time in future and comply with circular and regulations

8	Non submission of Declaration of unmodified audit report along with the audited financial results for the year ended March 31, 2023	Regulation 33(3)(d) and Schedule IV of the LODR Regulations	The Company has not filed Declaration of unmodified audit report along with the audited financial results for the year ended March 31, 2023	Stock exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE")	I am unable to comment as I have not received any information from the Company.	The Company has not filed Declaration of unmodified audit report along with the audited financial results for the year ended March 31, 2023	NA	The Company has not filed Declaration of unmodified audit report along with the audited financial results for the year ended March 31, 2023	Management will take care in future.	Advised to take more care and file in time in future and comply with circular and regulations
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	-	-	-	-	-	-	-	-	-	-