

UNIVA FOODS LIMITED

(Formerly Known as Hotel Rugby Limited)

CIN: L55101MH1991PLC063265

REGISTERED OFFICE: 2, Ground Floor, 9, Dev Bhuvan, Gazdar Street, Chirabazar, Kalbadevi, Mumbai City-400002, Maharashtra, India.

WEBSITE: www.hotelrugby.co.in, **EMAIL ID:** rugbyhotel@rediffmail.com

CONTACT: 022 67470380

Date: September 07, 2023

To,
The Secretary,
Listing Department
BSE Limited
P.J Towers, Dalal Street, Fort,
Mumbai - 400 001

To,
The Manager,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza. 5th Floor, Plot No. C/1, G
Block Bandra-Kurla Complex, Bandra (E),
Mumbai-400051, Maharashtra.

Scrip Code: **526683**

Symbol: **UNIVAFOODS**

Dear Sir / Madam,

SUBJECT: ANNUAL REPORT OF THE COMPANY, NOTICE CONVENING 32ND ANNUAL GENERAL MEETING ("AGM") FOR THE FINANCIAL YEAR 2022-23 AND INTIMATION OF CUT-OFF DATE OF THE UNIVA FOODS LIMITED (FORMERLY KNOWN AS HOTEL RUGBY LIMITED ("THE COMPANY")):

REFERENCE: PURSUANT TO REGULATION 30 AND REGULATION 34 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LISTING REGULATIONS")

In furtherance to the captioned subject and mentioned reference, we wish to inform you that the 32nd AGM of the Company is scheduled to be held on Friday, 29th day of September 2023 at 02:30 p.m. through Video Conference ("VC") / Other Audio-Visual Means ("OAVM"), in accordance, with the relevant circulars issued by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI").

In compliance with relevant circulars issued by the Ministry of Corporate Affairs and the SEBI, the Annual Report of the Company for the financial year 2022-23 including a Notice convening the 32nd AGM is being sent through electronic mode to all those Members of the Company whose e-mail addresses are registered with the Company/Depository Participant(s).

This intimation will also be made available on the website of the Company and can be accessed using the below link: <https://hotelrugby.co.in/>.

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CIN: L55101MH1991PLC063265

REGISTERED OFFICE: 2, Ground Floor, 9, Dev Bhuvan, Gazdar Street, Chirabazar, Kalbadevi, Mumbai City-400002, Maharashtra, India.

WEBSITE: www.hotelrugby.co.in, **EMAIL ID:** rugbyhotel@rediffmail.com

CONTACT: 022 67470380

WE WISH TO BRING TO YOUR KIND NOTICE THE SCHEDULE OF THE 32ND AGM OF THE COMPANY FOR THE FINANCIAL YEAR 2022-23 AS UNDER:

Particulars	Details
Date and Time of 32nd AGM	Friday, September 29, 2023, at 02.30 p.m. (I.S.T.)
Cut-off date for e-voting	Friday, September 22, 2023
E-Voting start date and time	Tuesday, September 26, 2023, at 09:00 p.m. (I.S.T.)
E-Voting end date and time	Thursday, September 28, 2023, at 05:00 p.m. (I.S.T.)
Link of 32nd Annual Report and Notice of AGM	https://hotelrugby.co.in/Default.aspx?PageID=3&ReportCatID=1 / https://hotelrugby.co.in/Default.aspx?PageID=3&ReportCatID=9

We request you to take the above on your record.

Thanking You,
Yours faithfully,

For and on Behalf of UNIVA FOODS LIMITED
(Formerly known as Hotel Rugby Limited)

Shaik Haseena
Managing Director
DIN : 08141400
Encl : As above

***Notice of 32nd Annual General
Meeting (“AGM”) of the
UNIVA FOODS LIMITED
(Formerly known as Hotel Rugby Limited)***

NOTICE OF 32nd ANNUAL GENERAL MEETING (“AGM”) OF UNIVA FOODS LIMITED

NOTICE OF 32nd ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-Second (32nd) Annual General Meeting (“AGM”) of the Members of Univa Foods Limited (“Formerly Known as Hotel Rugby Limited”) ('the Company') will be held on Friday, on 29th Day of September 2023 at 02:30 p.m. (I.S.T.) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') at deemed venue at 2, Ground Floor, 9 Dev Bhuvan, Gazdar Street, Chirabazar, Kalbadevi, Mumbai-400002, Maharashtra, India. To transact the following businesses:

ORDINARY BUSINESS:

ITEM NO. 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, ALONG WITH THE REPORT(S) OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, and the reports of the Board of Directors and Statutory Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

ITEM NO. 2. TO APPOINT A DIRECTOR IN PLACE OF MR. SURESH TANGELLA (DIN: 09354581), WHO RETIRES BY ROTATION AND IS ELIGIBLE FOR RE-APPOINTMENT:

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provision of applicable laws, the Articles of Association and upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Suresh Tangella (DIN: 09354581), Non-Executive - Non-Independent Director of the Company, who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as director of the Company liable to Retire by Rotation.”

SPECIAL BUSINESS:

ITEM NO. 3. APPROVAL FOR MATERIAL-RELATED PARTY TRANSACTIONS:

To consider and, if thought fit, to pass, the following resolution as **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and with Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and on the basis of recommendations of the Audit Committee and Board of Directors, the consent of the members of the company be and is hereby accorded to following material related party transactions commencing from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting held in Financial Year 2024-25 as per the details set out herewith:

**NOTICE OF 32nd ANNUAL GENERAL MEETING (“AGM”) OF
UNIVA FOODS LIMITED**

Sr. No.	Related Party	Relationship Reference	Nature of Transaction	Details of Transactions	Limit to be Approved (Rs.)
1.	GACM Technologies Limited <i>(Formerly known as Stampede Capital Limited)</i>	Common Directors			
2.	G.A. Apparel Private Limited <i>(Formerly known as Haseenarao Apparel Private Limited)</i>	Common Directors			
3.	GACM Realty India Private Limited <i>(Formerly known as Gayi Adi Constructions Private Limited)</i>	Common Directors			
4.	Gayi Adi Enterprises Limited	Common Directors			
5.	Gayi Adi Holdings Private Limited <i>(Formerly known as Gayi Adi Management and Trend Private Limited)</i>	Common Directors	Business Advance and Provision availing Services	Intercorporate Loan given and taken and Provision or availing of any kind of Services	100 Crore Per Annum Per Company / Entity
6.	EDUI2I Private Limited	Common Directors			
7.	G.A. Capital Management Private Limited <i>(Formerly known as Gayi Adi Capital Management Private Limited)</i>	Common Directors			
8.	JVTR Consultants Private Limited <i>(Formerly known as JVTR Consultants (OPC) Private Limited)</i>	Common Directors			
9.	Wexl Edu Private Limited	Common Directors			
10.	Netizens Entertainments Private Limited	Common Directors			
11.	ATTICAFE Private Limited	Common Directors			

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

NOTICE OF 32nd ANNUAL GENERAL MEETING (“AGM”) OF UNIVA FOODS LIMITED

ITEM NO. 4. SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF MAHARASHTRA TO THE STATE OF TELANGANA:

To consider and, if thought fit, to pass, the following resolution as **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder (“Rules”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government (Powers delegated to Regional Director), and such other approvals, permissions and sanctions as may be required under the provisions of the Act or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the “State of Maharashtra” at Mumbai to the “State of Telangana”.

RESOLVED FURTHER THAT upon shifting of the registered office becoming effective, the existing Clause-II of the Memorandum of Association of the Company is substituted with the following new clause:

“II. The Registered Office of the Company will be situated in the State of Telangana.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalize the address of the Registered Office of the Company in the State of Telangana, India, as they may consider appropriate.

RESOLVED FURTHER THAT any director of the Company or Company Secretary or any other authorized persons by the Board of Directors be and is hereby authorised to make the necessary application to the Central Government, Regional Director, Registrar of Companies and other regulatory authorities in this matter, to appear before them, to make any modifications, changes, variations, alterations or revisions stipulated by the concerned authorities while according to approval or consent, and to do all such acts, deeds, matters and things as may be necessary/incidental/ancillary to give effect to this resolution including execution/signing/filing of necessary forms/documents/affidavits/indemnity/undertakings/declarations as may be required, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to engage counsels/consultants/executives/advisors to represent the Company and appear on its behalf before the Central Government, Regional Director, Registrar of Companies, and other regulatory authorities in this matter and obtain the necessary directions and/or Order(s) upon confirmation by the concerned Regulatory Authority and do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution including but not limited to signing, certification and filing of the e-Forms with the Registrar of Companies.”

Registered Office

2, Ground floor, 9, DevBhuvan, Gazdar
Street, Chira Bazar, Kalbadevi,
Mumbai-400002, Maharashtra, India.

Place : Hyderabad

Date : September 07, 2023

By order of the Board

For UNIVA FOODS LIMITED

(Formerly Known as Hotel Rugby Limited)

Sd/-

Somya Kasliwal

Company Secretary & Compliance Officer

Membership No.: A55086

NOTICE OF 32nd ANNUAL GENERAL MEETING (“AGM”) OF UNIVA FOODS LIMITED

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (‘the Act’) relating to the Special Business to be transacted at the Annual General Meeting (‘AGM’) is annexed hereto.

The Information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard II issued by the Institute of Company Secretary of India and Schedule V of Companies Act, 2013 in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice.

2. The Ministry of Corporate Affairs (‘MCA’), Government of India (‘MCA’) vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, followed by General Circular No 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (‘MCA Circulars’) allowed, inter-alia, the conduct of AGMs through Video Conferencing/ Other Audio-Visual Means (‘VC/ OAVM’) facility on or before September 30, 2023. The Securities and Exchange Board of India (‘SEBI’) also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (‘SEBI Circular’) has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 (‘Listing Regulations’). In compliance with the provisions of the Companies Act, 2013 read with MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the 32nd AGM of the Company will be held through VC/OAVM, which does not require physical presence of members at a common venue.

The Deemed Venue for the 32nd AGM shall be the **Registered Office of the Company i.e., 2, Ground floor, 9, Dev Bhuvan, Gazdar Street, Chira Bazar, Kalbadevi, Mumbai-400002, Maharashtra, India.** Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM 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. Since this AGM is being held pursuant to the Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip including Route map are not annexed to this Notice. However, the Body Corporate is entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. Information with respect to Suresh Tangella (DIN: 09354581), Non-Executive - Non-Independent seeking re-appointment as Director(s) as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standards is annexed hereto and forms part of the AGM Notice.
5. Corporate members are required to send a scanned copy (PDF/JPG Format) of the Board Resolution/ Power of Attorney authorizing its representatives to attend and vote at the AGM through VC / OAVM on its behalf pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered Email

NOTICE OF 32nd ANNUAL GENERAL MEETING (“AGM”) OF UNIVA FOODS LIMITED

address to mustafabohra@mbassociate.in with a copy marked to helpdesk.evoting@cdslindia.com

6. In the case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and up to 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations (as amended) and applicable Circulars, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL), as the authorised agency for facilitating voting through electronic means. The facility of casting votes by a member using a remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.
10. In line with the MCA Circulars, the Notice calling the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose E-mail addresses are registered with the Company/Depositories and has been uploaded on the website of the Company at <http://www.hotelrugby.co.in/>. The Notice can also be accessed from the websites of NSDL (the agency for providing the Remote e-voting facility) i.e., evoting@nsdl.co.in. A printed copy of the Annual Report (including the Notice) is not being sent to the Members in view of the MCA Circulars and SEBI Circulars.
11. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered E-mail address mentioning their names, DP ID and Client ID / Folio Number, PAN and Mobile Number at rugbyhotel@rediffmail.com by Friday, September 22, 2023 (05.00 p.m. IST). Only those Members who have pre-registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
12. In accordance with the circulars issued by MCA and SEBI, the Notice of the 32nd AGM along with the Integrated Annual Report 2022-23 is being sent by electronic mode to Members whose e-mail id is registered with the Company or the Depository Participants (DPs). A physical copy of the Notice of the 32nd AGM along with the Annual Report for the financial year 2022-23 shall be sent to those Members who request for the same.

NOTICE OF 32nd ANNUAL GENERAL MEETING (“AGM”) OF UNIVA FOODS LIMITED

To support ‘*Green Initiative*’, members who have not registered their email addresses are requested to register the same with the Company’s Registrar and Share Transfer Agent/ their Depository Participants in respect of shares held in physical/electronic mode, respectively.

- 13.** Manner to register/update email addresses: (for physical shareholders and electronic shareholders).

The Members holding shares in electronic mode are requested to register/update their email address, Permanent Account Number (“PAN”) and Bank Account details with the Depository Participant where their respective dematerialised accounts are maintained and in respect of shares held in physical form by writing to the Company’s RTA, i.e Link Intime India Private Limited, Address, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai-400083, Maharashtra, India, Phone: +91 22 49186000, e-mail: rnt.helpdesk@linkintime.co.in

Members holding shares in physical mode are requested to note that SEBI vide its circulars SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has simplified the process for investor service requests. SEBI has made it mandatory for holders of physical securities to furnish PAN, bank account details, contact details, specimen signature and nomination for their corresponding folio numbers. SEBI has notified forms for the purpose, as detailed below:

Forms	Description
Form ISR-1	Request for registering PAN, bank account details, signature, mobile, email-id, address or changes / up-dation thereof
Form ISR- 2	Confirmation of Signature of securities holder by the Banker
Form SH-13	Nomination form
Form ISR-3	Declaration for Nomination opt-out
Form SH- 14	Change in Nomination

The above forms can be downloaded from the Company’s website at <https://hotelrugby.co.in/Default.aspx?PageID=3&ReportCatID=9>. Accordingly, members are requested to make service requests / update their records by submitting a duly filled and signed forms, along with the related proofs listed in the forms to Company RTA, i.e Link Intime India Private Limited, Address, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai-400083, Maharashtra, India, Phone: +91 22 49186000, e-mail: rnt.helpdesk@linkintime.co.in

The above information is issued for the information and benefit of all the Members of the Company and is in compliance with the MCA Circular(s) and the SEBI Circular(s).

- 14.** As mandated by the Securities and Exchange Board of India (SEBI) effective April 1, 2019, requests for effecting transfer of shares (except in case of transmission or transposition of shares) shall not be processed unless the shares are held in a dematerialized form with a depository. Members are advised to dematerialize shares held by them in physical mode.

NOTICE OF 32nd ANNUAL GENERAL MEETING (“AGM”) OF UNIVA FOODS LIMITED

- 15.** The electronic copies of all documents which are referred to in this Notice but not attached to it will be made available for inspection. For inspection, the Members are requested to send a request through an e-mail on rugbyhotel@rediffmail.com in with the Depository participant ID and Client ID or Folio number.
- 16.** The following documents/registers will be available for online inspection by the Members of the Company up to the date of the AGM:
- a. The Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or arrangement in which Directors are interested under the Companies Act, 2013.
 - b. All the documents referred to in the AGM Notice and the Explanatory Statement are annexed to the AGM Notice.
 - c. Members who wish to inspect any of the abovementioned documents may write to the Company at E-mail on rugbyhotel@rediffmail.com.
- 17.** The Members desiring any information relating to the accounts or have any questions, are requested to write to the Company on rugbyhotel@rediffmail.com so as to reach the Company on or before September 22, 2023, so as to enable the Management to keep the information ready and provide it at the AGM.
- Provided that the information to be provided shall be within four corners of the law and shall be provided that is permissible under law.
- 18.** Members holding shares in physical mode and desirous of nominating any person as his / her nominee may send the duly filed nomination form in SH-13 or desirous of cancelling the earlier nomination and recording a fresh nomination may send the duly filled form SH-14 to Link Intime. Members can obtain the blank forms SH-13 and SH-14 from Link Intime.
- Members holding shares in electronic/dematerialised mode can contact their respective Depository Participants to either nominate any person as a nominee or cancel the earlier nomination and record a fresh nomination.
- 19.** The Notice of 32nd AGM along with the Integrated Annual Report for the financial year 2022-23, is available on the website of the Company at <http://www.hotelrugby.co.in/>, on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL at www.evoting.nsdl.com.
- 20.** The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, September 22, 2023, i.e., being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice of AGM for information purpose only.
- 21.** Any person, who acquires shares and becomes a member of the Company after the dispatch of Notice of AGM by the Company and whose names appear in the Register of Members or Register of

NOTICE OF 32nd ANNUAL GENERAL MEETING (“AGM”) OF UNIVA FOODS LIMITED

Beneficial holders as on the cut-off date i.e., Friday, September 22, 2023, may follow the remote e-voting procedure as mentioned in the Notice of AGM under ‘Voting through electronic means to obtain the login id and password to exercise remote e-voting.

22. Members may cast their votes through electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 9.00 a.m. (IST) on Tuesday, September 26, 2023, and will end at 5.00 p.m. (IST) on Thursday, September 28, 2023. In addition, the facility for voting through e-voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>
23. With Reference to the Special Resolution (Item No. 12) Passed in relation to Change of Name of Company from “**HOTEL RUGBY LIMITED**” to “**UNIVA FOODS LIMITED**” in the previous Annual General Meeting of the Company held on June 29, 2022, the Company had inadvertently not annexed a certificate from a Practising Chartered Accountant confirming that the Company has complied with Regulation 45 (1) of SEBI (Listing Obligations and Disclosure) Requirements, 2015 in the explanatory statement to the notice. With a view to Comply for the same, the Company hereby annex a certificate from a Practising Chartered Accountant confirming that the Company has complied with Regulation 45 (1) of SEBI (Listing Obligations and Disclosure) Requirements, 2015, to the extent they are applicable.
24. Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Secretarial Standards on general meetings, information in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting is furnished in the annexure and forms part of the notice. The Directors have furnished the requisite consent/declaration for their appointment / re-appointment.
25. Pursuant to the directions/notifications of the Securities and Exchange Board of India (SEBI) and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number (PAN) either at the time of opening of the account or at any time subsequently. In case they have not furnished the PAN to the Depository Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN Card (with the original PAN Card for verification), so that the frozen demat accounts would be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated. SEBI, vide Circular ref.no. MRD/DOP/CIR-05/2009 dated May 20, 2009, made it mandatory to have PAN particulars for registration of physical share transfer requests. Based on the directive contained in the said circular, all share transfer requests are therefore to be accompanied with PAN details. Members holding shares in physical form can submit their PAN details to the Company / RTA. Securities and Exchange Board of India (SEBI) vide its Circular dated November 3, 2021, December 15, 2021, and March 16, 2023, has mandated the submission of PAN, KYC details and nomination by holders of physical securities by September 30, 2023. Members are requested to submit their PAN, KYC and nomination details to the RTA of the Company Link Intime. The format of mandatory KYC documents is available on the Company’s Website [http: https://www.hotelrugby.co.in/cms/1/Home](http://https://www.hotelrugby.co.in/cms/1/Home)

NOTICE OF 32nd ANNUAL GENERAL MEETING (“AGM”) OF UNIVA FOODS LIMITED

Members holding shares in electronic form are, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividends) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the registrar/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/ or the Prevention of Money Laundering Act, 2002

26. The Company's Registrar & Transfer Agent for its share registry (both, physical as well as electronic) is **LINK INTIME INDIA PRIVATE LIMITED** ('R&TA') having its office at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai-400083, Maharashtra, India. (**Unit:** Univa Foods Limited).
27. The detailed instructions and the process for accessing and participating in the 32nd AGM through VC/OAVM facility and voting through electronic means including remote e-voting are explained herein below:

PROCEDURE:

In order to access NSDL System of Electronic Voting and Joining of Annual General Meeting in 2 Steps:

1. Step 1: Access to NSDL e-Voting system:

- a. Login Method for e-Voting and joining Virtual Meeting for Individual Shareholders Holding securities in Demat mode.**
- i. Individual Shareholders holding securities in Demat mode with NSDL.
 - ii. Individual Shareholders holding securities in Demat mode with CDSL.
 - iii. Individual Shareholders (holding securities in Demat mode) login through their Depository Participants.
- b. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode**

2. Step 2: Access to NSDL e-Voting system:





STEP 1: Access to NSDL e-Voting system

- 1. Login Method for e-Voting and joining Virtual Meeting for Individual Shareholders Holding securities in Demat mode**

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants.

NOTICE OF 32nd ANNUAL GENERAL MEETING (“AGM”) OF UNIVA FOODS LIMITED

Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your Sixteen Digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>

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Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in Demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

IMPORTANT NOTE:

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

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

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

2. **Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode:**

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

- Visit the e-Voting website of NSDL. Open the web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile.
- Once the home page of the e-Voting system is launched, click on the icon “Login” which is available under the ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares in	Your User ID is:
Demat with NSDL.	8 Character DP ID followed by 8 Digit Client ID For Example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
Demat with CDSL.	16 Digit Beneficiary ID For Example, if your Beneficiary ID is 12***** then your user ID is 12*****
Physical Form.	EVEN Number followed by Folio Number registered with the company For Example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below

Particulars	Details
If you are already registered for e-Voting	You can use your existing password to login and cast your vote
If you are using NSDL e-Voting system for the first time	you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

How to retrieve your ‘initial password’

- | | |
|---|--|
| If you are using NSDL e-Voting system for the first time and if your email ID is registered in your Demat account or with the company | Your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ |
|---|--|

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and your ‘initial password’

If your email ID is not registered Please follow process as set up in Point No 29

If you are unable to retrieve or have not received the “Initial password” or have forgotten your password

- Click on “Forgot User Details/Password?” (If you are holding shares in your Demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your Demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- Now, you will have to click on “Login” button
- After you click on the “Login” button, home page of e-Voting will open

STEP 2:Cast your vote electronically and join General Meeting on NSDL e-Voting system

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

28. GENERAL GUIDELINES FOR SHAREHOLDERS:

1. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with

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attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by Email to mustafabohra@mbassociate.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on the "**Upload Board Resolution / Authority Letter**" displayed under the "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in.

29. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

30. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

NOTICE OF 32nd ANNUAL GENERAL MEETING (“AGM”) OF UNIVA FOODS LIMITED

1. Members are encouraged to join the Meeting through Laptops for better experience.
2. Further Members will be required to allow Cameras and use the Internet with a good speed to avoid any disturbance during the meeting.
3. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuations in their respective network. It is therefore recommended to use a Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
4. Any shareholder who wishes to be a speaker in the ensuing 32nd AGM of the Company shall register himself/herself to be a speaker by sending the following details on or before September 22, 2023, by 05:00 P.M. at rugbyhotel@rediffmail.com:
 - a. Email ID
 - b. Mobile No
 - c. Folio No (For Holding shares in Physical) / DP ID & Client ID (For Holding shares in Demat)

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

31. Process for those members whose Email IDs are not registered: The Members who have not registered their E-mail addresses are requested to register them with the Company to receive e-communication from the Company. For registering E-mail Address, the Members are requested to follow the below steps:

1. In case shares are held in Physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to rugbyhotel@rediffmail.com.
2. In case shares are held in Demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to rugbyhotel@rediffmail.com. If you are an Individual shareholder holding securities in Demat mode, you are requested to refer to the login method explained above i.e., **Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode**
3. Alternatively, you can send a request at evoting@nsdl.co.in with documents or information as mentioned above for procuring user id and password for e-voting. Provided that the total of all scanned PDF file (Scanned Copy of PAN, Scanned Copy of AADHAR and Scanned Copy of share certificate) should not exceed 2 MB.

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

Registered Office

2, Ground floor, 9, DevBhuvan, Gazdar
Street, Chira Bazar, Kalbadevi,
Mumbai-400002, Maharashtra, India.

Place : Hyderabad

Date : September 07, 2023

By order of the Board

For Univa Foods Limited

(Formerly Known as Hotel Rugby Limited)

Sd/-

Somya Kasliwal

Company Secretary & Compliance Officer

Membership No.: A55086

NOTICE OF 32nd ANNUAL GENERAL MEETING (“AGM”) OF UNIVA FOODS LIMITED

ANNEXURE TO THE NOTICE CONVENING THE 32ND ANNUAL GENERAL MEETING (“AGM NOTICE”) EXPLANATORY STATEMENT

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

ITEM NO. 3.

The members of the Company are informed that section 188 read with rules made there under prescribes certain approvals for related party transactions. Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 also prescribes seeking shareholders' approval for material-related party transactions beyond the specified threshold (Material Transactions). Proviso to Section 188 (1) provides that nothing contained in Section 188 (1) shall apply where transaction entered into by the Company with a related party in the ordinary course of business and at arm's length basis.

All the proposed transactions put up for approval are in the ordinary course of business and at arm's length basis. The transactions are repetitive in nature, considering the large volume of the transaction, the contracts/arrangements/transactions are material in nature and hence require the approval of members.

The contracts/arrangements/transactions as mentioned in the resolution require approval of only unrelated members of the Company and all related parties shall abstain from voting on such resolution.

Accordingly, the Board of Directors recommends the Resolution set out at Item No. 03 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

Except Mr. Jonna Venkata Tirupati Rao (DIN: 07125471), Mrs. Shaik Haseena (DIN: 08141400) and Mr. Uday Srinivas Tangella (DIN: 07839883), none of the other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 03 of the Notice

ITEM NO. 4.

The Company is engaged in the business of Hospitality and other ancillary activities and the Registered Office of the Company is currently situated in the State of Maharashtra at 2, Ground Floor, 9, Dev Bhuvan, Gazdar Street, Chirabazar, Kalbadevi Mumbai-400002, Maharashtra India. During the year 2022-23, there was Services a change in the control and Management of the Company. The Chairman & Managing Director of the Company and majority of the Board are based out of Hyderabad, Telangana. So, it is hereby proposed to shift the Registered Office of the Company. In view of the above, the Board of Directors of the Company at their meeting held on September 07, 2023, have approved to shift of the Registered Office of the Company **from the “State of Maharashtra” at Mumbai to the “State of Telangana”**, considering, inter-alia for the following reasons:

a) To exercise better administrative and economic control over the Company.

NOTICE OF 32nd ANNUAL GENERAL MEETING (“AGM”) OF UNIVA FOODS LIMITED

- b) To increase operational and management efficiency;
- d) To integrate business functions and optimization of administrative expenses.

The shifting of the Registered office of the Company, will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders. In terms of Section 12, 13 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, such shifting of Registered Office from one state to another and consequent alteration of the Memorandum of Association (“MOA”) requires the approval of the Members of the Company by way of Special Resolution and approval of the Central Government (power delegated to Regional Director). Accordingly, approval of the members is sought for shifting of the Registered Office of the Company from the State of Maharashtra at Mumbai to the State of Telangana and consequently for altering Clause II of the MOA of the Company to reflect that the registered office of the Company be situated in the State of Telangana.

The Board of Directors recommends the resolution set forth in item no. 4 for the approval of the Members by way of a Special Resolution in the best interest of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 4 of the Notice except to the extent of their shareholding in the Company, if any.

Registered Office

2, Ground floor, 9, Dev Bhuvan, Gazdar
Street, Chira Bazar, Kalbadevi,
Mumbai-400002, Maharashtra, India.

Place : Hyderabad

Date : September 07, 2023

By order of the Board

For Univa Foods Limited

(Formerly Known as Hotel Rugby Limited)

Sd/-

Somya Kasliwal

Company Secretary & Compliance Officer

Membership No.: A55086

NOTICE OF 32nd ANNUAL GENERAL MEETING (“AGM”) OF UNIVA FOODS LIMITED

ADDITIONAL INFORMATION OF DIRECTOR(S) SEEKING RE- APPOINTMENT AT THE 32ND ANNUAL GENERAL MEETING WITH RESPECT TO ITEM NO. 2

Pursuant to provisions of SEBI (LODR) Regulations and Secretarial Standards on General Meetings, relevant particulars of Directors seeking appointment / re-appointment as this AGM are given here below:

Name of the director	Mr. Suresh Tangella
DIN	09354581
Date of Birth / Age	14/12/1988 / 32 Years
Date of original appointment	April 01, 2022
Nationality	Indian
Terms and Conditions of appointment	As per resolution No. 4 mentioned in this Notice.
Appointment w.e.f.	April 01, 2022
Designation	Non-Executive Director
Areas of Expertise	Mr. Suresh Tangella is having 5 years’ experience in promoting and running private Limited Company. He is playing a vital role in formulating business strategies and effective implementation of the same.
Educational Qualifications	Bachelor’s degree in Mechanical Engineering
Companies in which he holds Directorship	1. Desi Tea Time Limited 2. Hotel Rugby Limited
Other listed Companies in which he holds Directorship	N.A
Listed entities from which resigned in past three years	N.A
Membership / Chairmanship of Board Committees	He is a member of the below-mentioned committees of Univa Foods Limited. Audit Committee-Member Stakeholders Relationship Committee- Member Nomination and Remuneration Committee – Member Corporate Social Responsibility Committee - Member
Shareholding as on March 31, 2023	14,01,568
Shareholding as beneficial owner	Nil

**NOTICE OF 32nd ANNUAL GENERAL MEETING (“AGM”) OF
UNIVA FOODS LIMITED**

Relationship with other Directors and KMPs	Mr. Uday Srinivas Tangella, one of the Director of the Company is brother of Mr. Suresh Tangella.
Remuneration sought to be paid	Nil
Remuneration last paid	Nil
Termination of original Agreement	N.A

The Company has received a declaration from Mr. Suresh Tangella confirming that they are not debarred from holding office of director(s) pursuant to any order issued by SEBI or any other authority and they are not disqualified from being re-appointed as Director(s) of the Company under Section 164(2) of the Act.

Registered Office

2, Ground floor, 9, Dev Bhuvan, Gazdar Street, Chira Bazar, Kalbadevi, Mumbai-400002, Maharashtra, India.

Place : Hyderabad

Date : September 07, 2023

By order of the Board

For Univa Foods Limited

(Formerly Known as Hotel Rugby Limited)

Sd/-

Somya Kasliwal

Company Secretary & Compliance Officer

Membership No.: A55086