

Annexure I  
Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

NA  
Yes  
No

Whether Chairperson is related to MD or CEO

Sr	Title (Mr/Ms)	Name of the Director	DIN	Category	Disqualification of Directors under section 164 of the Companies Act, 2013					Whether special resolution passed? [Refer Req. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(i) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 20(i) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 20(i) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
					Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status													
1	Mr	Jayashree Yeragadde	00191727	Non-Executive - Independent Director/Chairperson	No	-	-	-	Active	NA	-	19-05-2022	19-05-2022	-	11.00	1	1	2	2	-	-	-
2	Mrs	Shikha Hazeesa	08141400	Executive Director/MD	No	-	-	-	Active	NA	-	01-04-2022	-	-	-	2	0	3	0	-	-	-
3	Mr	Suresh Tangella	09354581	Non-Executive - Non Independent Director	No	-	-	-	Active	NA	-	01-04-2022	-	-	-	1	0	2	0	-	-	-
4	Mr	Jonna Venkata Tirupati Rao	07112471	Non-Executive - Non Independent Director	No	-	-	-	Active	NA	-	19-05-2022	-	-	-	2	0	3	0	-	-	-
5	Mr	Uday Srinivas Tangella	07899883	Non-Executive - Non Independent Director	No	-	-	-	Active	NA	-	19-05-2022	-	-	-	1	0	0	0	-	-	-
6	Mr	Udaya Manikanta menimanaboina	08992290	Non-executive - independent director	No	-	-	-	Active	NA	-	19-05-2022	19-05-2022	-	11.00	1	1	2	0	-	-	-

- 1 Composition of Committee
- 2 Meeting of Board of Directors
- 3 Meeting of Committees
- 4 Related Party Transactions
- 5 Cyber Security Incidence
- 6 Affirmations

Annexure II  
Website Affirmations

Sl. No.	Item	Compliance status	Details of non-compliance	Web address
1	Details of business	Yes	-	<a href="https://www.hotellugby.co.in/cms/2/AboutUs">https://www.hotellugby.co.in/cms/2/AboutUs</a>
2	Terms and conditions of appointment of independent directors	Yes	-	<a href="https://www.hotellugby.co.in/Uploads/20220713154733198terms-and-conditions-of-appointment-of-independent-director-Capitalfirst.pdf">https://www.hotellugby.co.in/Uploads/20220713154733198terms-and-conditions-of-appointment-of-independent-director-Capitalfirst.pdf</a>
3	Composition of various committees of board of directors	Yes	-	<a href="https://www.hotellugby.co.in/Uploads/20220713160849643compositionofboardcommittees-done.pdf">https://www.hotellugby.co.in/Uploads/20220713160849643compositionofboardcommittees-done.pdf</a>
4	Code of conduct of board of directors and senior management personnel	Yes	-	<a href="https://www.hotellugby.co.in/Uploads/20220713160412968code_ofConduct_BoardMembers_seniorManagement.pdf">https://www.hotellugby.co.in/Uploads/20220713160412968code_ofConduct_BoardMembers_seniorManagement.pdf</a>
5	Details of establishment of vigil mechanism or whistle blower policy	Yes	-	<a href="https://www.hotellugby.co.in/Uploads/20210524174230248HRLNomination-end-Remuneration-Policy.pdf">https://www.hotellugby.co.in/Uploads/20210524174230248HRLNomination-end-Remuneration-Policy.pdf</a>
6	Criteria of making payments to non-executive directors	Yes	-	<a href="https://www.hotellugby.co.in/Uploads/20220713155907949PolicyondealingwithRPTs-HRL.pdf">https://www.hotellugby.co.in/Uploads/20220713155907949PolicyondealingwithRPTs-HRL.pdf</a>
7	Policy on dealing with related party transactions	Yes	-	<a href="https://www.hotellugby.co.in/Uploads/2022071318140091HRLAuthorise-KMPtodeterminematerialityofevents.pdf">https://www.hotellugby.co.in/Uploads/2022071318140091HRLAuthorise-KMPtodeterminematerialityofevents.pdf</a>
8	Policy for determining material subsidiaries	Yes	-	<a href="https://www.hotellugby.co.in/Uploads/202209152006108899FamiliarizationProgramme-Final.pdf">https://www.hotellugby.co.in/Uploads/202209152006108899FamiliarizationProgramme-Final.pdf</a>
9	Details of familiarization programmes imparted to independent directors	Yes	-	<a href="https://www.hotellugby.co.in/Default.aspx?PageID=38&amp;ReportCatID=9">https://www.hotellugby.co.in/Default.aspx?PageID=38&amp;ReportCatID=9</a>
10	Email address for grievance redressal and other relevant details	Yes	-	<a href="https://www.hotellugby.co.in/Default.aspx?PageID=38&amp;ReportCatID=9">https://www.hotellugby.co.in/Default.aspx?PageID=38&amp;ReportCatID=9</a>
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	-	<a href="https://www.hotellugby.co.in/Default.aspx?PageID=38&amp;ReportCatID=9">https://www.hotellugby.co.in/Default.aspx?PageID=38&amp;ReportCatID=9</a>
12	Financial results	Yes	-	<a href="https://www.hotellugby.co.in/Default.aspx?PageID=38&amp;ReportCatID=5">https://www.hotellugby.co.in/Default.aspx?PageID=38&amp;ReportCatID=5</a>
13	Shareholding pattern	Yes	-	<a href="https://www.hotellugby.co.in/Default.aspx?PageID=38&amp;ReportCatID=5">https://www.hotellugby.co.in/Default.aspx?PageID=38&amp;ReportCatID=5</a>
14	Details of agreements entered into with the media companies and/or their associates	NA	-	-
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	-	-
16	New name and the old name of the listed entity	Yes	-	<a href="https://www.hotellugby.co.in/Default.aspx?PageID=38&amp;ReportCatID=1005">https://www.hotellugby.co.in/Default.aspx?PageID=38&amp;ReportCatID=1005</a>
17	Advertisements as per regulation 47 (1)	Yes	-	<a href="https://www.hotellugby.co.in/Default.aspx?PageID=38&amp;ReportCatID=10">https://www.hotellugby.co.in/Default.aspx?PageID=38&amp;ReportCatID=10</a>
18	Credit rating or revision in credit rating obtained	NA	-	-
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	-	-
21	Materiality Policy as per Regulation 30	Yes	-	<a href="https://www.hotellugby.co.in/Uploads/20210524174407471HRLAuthorise-KMPtodeterminematerialityofevents.pdf">https://www.hotellugby.co.in/Uploads/20210524174407471HRLAuthorise-KMPtodeterminematerialityofevents.pdf</a>
25	Dividend Distribution policy as per Regulation 43A (as applicable)	NA	-	-
27	Whether company has provided information under separate section on its website as per Regulation 40(2)	Yes	-	<a href="https://www.hotellugby.co.in/cms/3/Investors">https://www.hotellugby.co.in/cms/3/Investors</a>
30	It is certified that these contents on the website of the listed entity are correct	Yes	-	<a href="http://www.hotellugby.co.in">www.hotellugby.co.in</a>

Disclosure of notes on website in terms of Listing Regulations explanatory

- Annual Affirmation
- Affirmation

## Annexure III

## III. Affirmations

Sr	Particulars	Regulation Number	Compliance status(Yes/No/NA)	If status is "No" details of non-compliance may be given here
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Any other information to be provided: -

1. Name of signatory	Shaik Hasena
2. Designation	Managing Director

Annexure IV  
Additional Half yearly Disclosure

## I. Disclosure of Loans/ guarantees/comfort letters /securities etc.

Applicability of disclosure	Person for Non Applicability
Not Applicable	Not Applicable

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
	no record found	

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
		no record found	

(C) Any security provided by the listed entity directly or indirectly in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
		no record found	

## (D) Additional Information

## Affirmations

## Compliance Status

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Name: -

Designation: -

Place: -

Date: -

## Signatory Details:

Name of signatory	Shaik Hasena
Designation of person	Managing Director
Place	-
Date	-

## Corporate Governance

univa-foods-ltd	
Scrip Code :326683	Quarter Ending : Mar-2023

## Annexure 1

## II. Composition of Committees

Disclosure of notes on composition of committees explanatory				-			
<b>Audit Committee Details</b>							
Whether the Audit Committee has a Regular Chairperson				YES			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00191727	Jayaghosh Yarlagadde	Non-Executive - Independent Director	Chairperson	13-05-2022	-	-
2	08992295	Udaya Manikanta Pemmanaboyina	Non-Executive - Independent Director	Member	13-05-2022	-	-
3	09354581	Suresh Tangella	Non-Executive - Non Independent Director	Member	01-04-2022	-	-
<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration committee has a Regular Chairperson				YES			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	08992295	Udaya Manikanta Pemmanaboyina	Non-Executive - Independent Director	Chairperson	13-05-2022	-	-
2	00191727	Jayaghosh Yarlagadde	Non-Executive - Independent Director	Member	13-05-2022	-	-
3	09354581	Suresh Tangella	Non-Executive - Non Independent Director	Member	01-04-2022	-	-
<b>Stakeholders Relationship Committee</b>							
Whether the Stakeholders Relationship Committee has a Regular Chairperson				YES			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00191727	Jayaghosh Yarlagadde	Non-Executive - Independent Director	Chairperson	13-05-2022	-	-
2	08992295	Udaya Manikanta Pemmanaboyina	Non-Executive - Independent Director	Member	13-05-2022	-	-
3	09354581	Suresh Tangella	Non-Executive - Non Independent Director	Member	01-04-2022	-	-
4	08141400	Shaik Haseena	Executive Director	Member	01-04-2022	-	-

**Corporate Social Responsibility Committee**

Whether the Corporate Social Responsibility Committee has a Regular Chairperson

YES

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00193727	Jayaghosh Varlagadda	Non-Executive - Independent Director	Chairperson	13-05-2022	-	-
2	08992295	Udeya Manikanta Pemmanaboyina	Non-Executive - Independent Director	Member	13-05-2022	-	-
3	09354581	Suresh Tangella	Non-Executive - Non Independent Director	Member	01-04-2022	-	-

Corporate Governance

univafoods/td	
Scrip Code :320683	Quarter Ending : Mar-2023

Annexure 1

II. Meeting Of Board Of Directors

Disclosure of notes on meeting of board of directors explanatory							
Slr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive(in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	14-11-2022	-	-	Yes	6.00	6	2
2	14-02-2023	91	-	Yes	6.00	6	2

## Corporate Governance

univfoods-ltd

Scrip Code :02683

Quarter Ending : Mar-2023

## Annexure 1

## IV Meeting Of Committees

Disclosure of notes on meeting of committees explanatory

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Sr	Name of Committee	Enter Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (details)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	14 Nov 2022	0	-	-	Yes	3	3	2	0
2	Audit Committee	14 Feb 2023	91	-	-	Yes	3	3	2	0

Corporate Governance

univa-foods-ltd	
Scrip Code :526683	Quarter Ending : Mar-2023

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	Whether prior approval of audit committee obtained	Yes	-
2	Whether shareholder approval obtained for material RPT	NA	-
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-
Disclosure of notes on related party transactions			-
Disclosure of notes of material transaction with related party			-

Corporate Governance

univa-foods-ltd	
Scrip Code :526683	Quarter Ending : Mar-2023

Annexure 1

Cyber Security Incidence

Details of Cyber security incidence			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			-
Other details of cyber security incidence or breaches or loss of data event			-
Number of cyber security incidence or breaches or loss of data event occurred during the quarter			-
Date of the event	-	Brief details of the event	-

Corporate Governance

univa-foods-itsd

Scrip Code :526683

Quarter Ending : Mar-2023

Annexure I

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit committee</b>	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>b. Nomination and remuneration committee</b>	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
8	This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	-

Annexure I

Sr	Subject	Compliance status
1.	Name of signatory	Shaik Haseena
2.	Designation	Managing Director

## Corporate Governance

univa-foods-ltd	
Scrip Code -526683	Quarter Ending : Mar-2023

## Annexure 2

## II. Annual Affirmation

Sr	Particulars	Regulation Number	Compliance status (Yes/No)	If status is "No" details of non-compliance
1	Independent directors have been appointed in terms of specified criteria of independence and or eligibility	16(1)(b) & 25(6)	Yes	-
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	-
3	Meeting of board of directors	17(2)	Yes	-
4	Quorum of Board meeting	17(2A)	Yes	-
5	Review of compliance reports	17(3)	Yes	-
6	Plans for orderly succession for appointments	17(4)	Yes	-
7	Code of conduct	17(5)	Yes	-
8	Fees or compensation	17(6)	Yes	-
9	Minimum information	17(7)	Yes	-
10	Compliance certificate	17(8)	Yes	-
11	Risk assessment and management	17(9)	Yes	-
12	Performance evaluation of independent directors	17(10)	Yes	-
13	Recommendation of Board	17(11)	Yes	-
14	Maximum number of Directorships	17A	Yes	-
15	Composition of audit committee	18(1)	Yes	-
16	Meeting of audit committee	18(2)	Yes	-
17	Composition of nomination and remuneration committee	19(1) & (2)	Yes	-
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	-
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	-
20	Composition of stakeholder relationship committee	20(1), 20(2) & 20(2A)	Yes	-
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	-

22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	-
23	Meeting of Risk Management Committee	21(3A)	NA	-
24	Vigil mechanism	22	Yes	-
25	Policy for related party transaction	23(1), (1A), (5), (6), & (8)	Yes	-
26	Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	Yes	-
27	Approval for material related party transactions	23(4)	NA	-
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	-
29	Composition of board of directors of unlisted material subsidiary	24(1)	NA	-
30	Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	-
31	Alternate Director to Independent Director	25(1)	Yes	-
32	Maximum tenure	25(2)	Yes	-
33	Meeting of independent directors	25(3) & (4)	Yes	-
34	Familiarization of independent directors	25(7)	Yes	-
35	Declaration from Independent Director	25(8) & (9)	Yes	-
36	D & O Insurance for Independent Directors	25(10)	NA	-
37	Memberships in committees	26(1)	Yes	-
38	Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26(3)	Yes	-
39	Disclosure of shareholding by non-executive directors	26(4)	Yes	-
40	Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes	-
41	Annual Secretarial Compliance Report	24(A)	Yes	-
Any other information to be provided				-

Annexure II

<b>Name of signatory</b>	Shaik Haseena
<b>Designation</b>	Managing Director

Corporate Governance

univa-foods-ltd

Scrip Code :526683

Quarter Ending : Mar-2023

Annexure II

III. Affirmation

Sr.	Particulars	Compliance status (Yes/No/NA)
1	The listed entity has approved material subsidiary policy and the corporate governance requirements with respect to subsidiary of listed entity have been complied	NA
Any other information to be provided		-

Annexure II

1.	Name of signatory	Shaik Haseena
2.	Designation	Managing Director