

May 30, 2025

To,

National Stock Exchange of India Limited
Exchange Plaza, 5th floor, Plot no. C/1,
G Block, Bandra Kurla Complex, Mumbai – 400 051
NSE Symbol: UNIVAFOODS

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

Sub.: Annual Secretarial Compliance Report.

Pursuant to provisions of Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Annual Secretarial Compliance Report dated May 30, 2025, for the year ended March 31, 2025, certified by M/s HRU & Associates, Practicing Company Secretaries.

Kindly take the same on records.

Thanking you,

For Univa Foods Limited

Deepak
Babulal
Kharwad

Digitally signed
by Deepak
Babulal Kharwad

Deepak Babulal Kharwad
(Director)
DIN: 08134487

Univa Foods Limited

Regd. Office: B-702, 7th Floor, Neelkanth Business Park, Kirol Village, Near Bus Depot, Vidyavihar (W),
Mumbai – 400086. | CIN: L55101MH1991PLC063265
Contact No.: +91 8928039945 | Email Id: univafoods@gmail.com | Website: www.univafoods.co.in



HRU & ASSOCIATES

Company Secretaries

Hemanshu R. Upadhyay B. Com., A.C.S.

Mobile(s): 7304995743/8104259060

E-mail :

hemanshu.upadhyay14@gmail.com

rocfilings.14091990@gmail.com

OFFICE: F-15, Sai Krupa Mall, Opp
Dahisar Railway Station west,
Mumbai -400068.

To,

The Board of Directors
Univa Foods Limited
B-702, 7th Floor, Neelkanth Business Park, Kirol Village,
Near Bus Depot, Vidyavihar (W), Mumbai – 400086.

Dear Sir(s),

Sub.: Annual Secretarial Compliance Report for the Financial Year 2024-25.

I have been engaged by UNIVA FOODS LIMITED (hereinafter referred to as 'the Company') bearing the 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 February 8, 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.

The Annual Secretarial Compliance Report is enclosed herewith.

For HRU & Associates

Company Secretaries

HEMANSHU ROHIT
ROHIT UPADHYAY
UPADHYAY

Digital signed by HEMANSHU
ROHIT UPADHYAY
Date: 2025.05.30 18:53:13
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Hemanshu Upadhyay

M No.: **46800**

C P No.: **20259**

PR No. **3883/2023**

UDIN: A046800G000514839

Place: Mumbai

Date: 30/05/2025



HRU & ASSOCIATES

Company Secretaries

Hemanshu R. Upadhyay B. Com., A.C.S.

Mobile(s): 7304995743/8104259060

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Secretarial Compliance Report of Univa Foods Limited For the financial year ended March 31, 2025

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, 2025 ("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 to the company during the review period)
- (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 to the company during the review period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the company during the review period)

- (f) Securities and Exchange Board of India Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the company during the review period)
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;
- (h) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018 and circulars/issued thereunder;
- (i) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the review period)

and based on the above examination, I hereby report that, during the Review Period:

- (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	Remark
1.	To appoint Company Secretary and Compliance Officer pursuant to Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	There was a delay of two days in appointment of the Company Secretary and Compliance Officer.	Stock Exchange	Fine	The Company has made a delay of two days in complying with the Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,	Rs. 2000/- plus GST	The Company has made a delay of two days in appointment of Company Secretary and Compliance Officer as required under the Regulation 6 of SEBI (Listing Obligations and Disclosure	The Company had made an inadvertent delay in making the said Compliance, for which the Stock Exchanges have levied fines, which were paid by the Company. Furthermore, the management remains committed to regulatory compliance and has taken note of the delay to ensure more	-

						2015		Requirements) Regulation s, 2015, for which the fine was levied by both the Exchange. The fine levied has been paid by the Company.	robust processes and timely disclosures in the future.	
2	Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 17(1)	Delayed compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director	Stock Exchanges	Fine	The Company has incurred a delay in making the said compliance regarding the composition of the Board appointing a woman Independent Director. The Exchanges has levied fines for the same, which were then paid by the Company.	Rs. 1,00,000 plus GST.	The Company has made a delay of in compliance regarding the appointment of woman independent director pursuant to Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation s, 2015, for which the fine was levied by both the Exchanges . The fine levied has been paid by the	The Company had made an inadvertent delay in making the said Compliance, for which the Stock Exchanges have levied fines, which were paid by the Company. Furthermore, the management remains committed to regulatory compliance and has taken note of the delay to ensure more robust processes and timely disclosures in the future.	-

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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	There was delay of 4 days in filing of Certificate under Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018 to Stock exchanges (BSE & NSE) for the Quarter ended 31.03.2023 and 1 day for	For FY 2023-24	Securities and Exchange Board of India, Regulation 74(5) of Depositories and Participants Regulations, 2018	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.	No action required to be taken by the Company.	No comments

	the Quarter ended 31.12.2023.					
2	The promoters of the Company have failed to provide the disclosure under Regulation 31 (4) and (5) of SEBI (SAST) Regulations, 2011 for the FY 22- 23.	For FY 2022-23	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.	No action required to be taken by the Company.	No comments
3	There was delay of 1 day in intimation for closure of Trading Window for the Quarter ended 31.03.2023 to BSE & NSE.	For FY 2023-24	Clause 4(2) of Schedule B read with Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015.	There was delay of 1 day in intimation for closure of Trading Window for the Quarter ended 31.03.2023 to BSE & NSE.	No action required to be taken by the Company.	No comments
4	There was delay of 1 day in filing of statement of investor grievance for the Quarter ended 31.12.2024 to NSE.	For FY 2023-24	Regulation 13 of SEBI (LODR), Regulations, 2015.	There was delay of 1 day in filing of statement of investor grievance for the Quarter ended 31.12.2024 to NSE.	No action required to be taken by the Company.	No comments
5	Filing of Financial Results for the quarter ended September, 2023 was filed beyond 24 hours.	For FY 2023-24	Reg. 33 of LODR read with BSE Circular: DCS/COMP /28/2016-17 dated 30 March, 2017.	Filing of Financial Results for the quarter ended September, 2023 was filed beyond 24 hours.	No action required to be taken by the Company.	No comments

6	The Company has not filed the annual report in XBRL mode for the financial year 2023-24.	For FY 2023-24	Regulation 34 of SEBI (LODR), Regulations, 2015 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.	No action required to be taken by the Company.	No comments
7	The Company has not filed the appointment of Mr. Nikhil Dilipbhai Bhuta and Mr. Vishal Omprakash Sharma in XBRL mode.	For FY 2023-24	Regulation 30 of SEBI (LODR), Regulations, 2015 and Disclosure Requirements 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.	No action required to be taken by the Company.	No comments
8	The Company has not filed Declaration of unmodified audit report along with the audited financial results for the year ended March 31, 2023.	For FY 2023-23	Regulation 33(3)(d) and Schedule IV of the LODR Regulations, 2015.	The Company has not filed Declaration of unmodified audit report along with the audited financial results for the year ended March 31, 2023	No action required to be taken by the Company.	No comments

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*
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1.	<p>Secretarial Standards:</p> <p>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.</p>	Yes	-
2.	<p>Adoption and timely updation of the Policies:</p> <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	-
3.	<p>Maintenance and disclosures on Website:</p> <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 	Yes	-
4.	<p>Disqualification of Director:</p> <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	-
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	The Company does 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	-
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	-
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>	Yes Yes	- -
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>	Yes	-
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>	Yes	-
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>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</p>	No	The action taken by the Stock Exchanges has been specified beneath.

	and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).		
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	There was no resignation of statutory auditors of the Company.
13.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.</p>	No	

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

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity

For HRU & Associates
Company Secretaries

HEMANSHU
ROHIT
UPADHYAY

Digitally signed by
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UPADHYAY
Date: 2025.05.30
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Hemanshu Upadhyay

M No.: **46800**

C P No.: **20259**

PR No. **3883/2023**

UDIN: A046800G000514839

Place: Mumbai

Date: 30/05/2025