VISHAKHA AGRAWAL & ASSOCIATES

Practising Company Secretaries
3rd Floor, 75A, Scheme No. 91,
Malwa Mill, Indore (M.P.)
Email: csvishakhagrawal@gmail.com
Contact No. 9424501155, 8518888114

ANNUAL SECRETARIAL COMPLIANCE REPORT
of UNIVA FOODS LIMITED
(Formerly known as Hotel Rugby Limited)
CIN: L55101MH1991PLC063265
[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended]
FOR THE FINANCIAL YEAR ENDED 31st MARCH 2023

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **UNIVA FOODS LIMITED** (CIN: L55101MH1991PLC063265) (Formerly known as Hotel Rugby Limited) (hereinafter referred as 'the Listed Entity / the Company'), having its Registered Office at 2, Ground Floor, 9, Dev Bhuvan, Gazdar Street, Chirabazar, Kalbadevi, Mumbai - 400002.

Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the Corporate Conducts / Statutory Compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2023 complied with the Statutory Provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We have examined:

a. All the documents and records made available to us and explanation provided by the Listed Entity;
b. The filings/ submissions made by the Listed Entity to the stock exchanges;
c. Website of the Listed Entity; and
d. Any other document / filing, as may be relevant, which has been relied upon to make this report.

for the Financial Year ended on 31st March, 2023 ("Review Period") in respect of compliance with the provisions of:

a. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
b. 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");

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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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
c. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
d. The Securities and Exchange Board of India (Depositories and Participants) Regulations 2018.
e. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Review Period)**
f. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Review Period)**
g. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Review Period)**
h. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the Company during the Review Period)**
and circulars / guidelines issued thereunder.

And based on the above examination, we hereby report that, during the Review Period:

1A. 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.	Particulars	Details
1.	Compliance Requirement (Regulations / Circulars / Guidelines including specific clause)	Not Applicable
2.	Regulation / Circular No.	
3.	Deviations	
4.	Action Taken by the Authority	
5.	Type of Action	
6.	Details of Violation	
7.	Fine Amount	
8.	Observations / Remarks of the Practicing Company Secretary	
9.	Management Response	
10.	Remarks	

1B. The listed entity has taken the following actions to comply with the observations made in previous report:

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S. No.	Particulars	Details
1.	Compliance Requirement (Regulations/ Circulars / Guidelines including specific clause)	Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations 2015.
2.	Regulation / Circular No.	Regulation 3 (5) of Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations 2015.
3.	Deviations	Read along with Point No 6.
4.	Details of Violation	Non-maintenance of Digital Database to handle unpublished price sensitive information.
5.	Fine Amount	Nil
6.	Management Response	The Company has taken corrective action and maintained the requisite Digital Database in compliance with Regulation 3 (5) of Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations 2015.
7.	Observations / Remarks of the Practicing Company Secretary	The Company has maintained the requisite Digital Database.
8.	Remarks	Nil

2. We hereby report that, during the review period the compliance status of the Listed Entity is appended as:

S.No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	Yes	
2.	**Adoption and timely updation of the Policies:** • 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	Yes Yes	

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3.	**Maintenance and disclosures on Website:** • 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 Yes Yes	
4.	**Disqualification of Director:** None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	**Details related to Subsidiaries of listed entities have been examined w.r.t:** a) Identification of material subsidiary companies b) Disclosure requirement of material as well as other subsidiaries	N.A.	The Company does not have any subsidiary.
6.	**Preservation of Documents:** 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.	Yes	
7.	**Performance Evaluation:** 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.	Yes	
8.	**Related Party Transactions:** a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or 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.	Yes N.A.	It was observed that prior approval of audit committee was taken, wherever

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			required.
9.	**Disclosure of events or information:** 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.	Yes	
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder.	Yes	
12.	**Additional Non-compliances, if any:** No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	

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

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

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		the next quarter.		
		If the auditor has signed the limited review / audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review / audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	
2.	Other conditions relating to resignation of statutory auditor where there is Reporting of concerns by Auditor with respect to the listed entity / its material subsidiary to the Audit Committee.	In case of any concern with the management of the listed entity / material subsidiary such as non-availability of information / noncooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	NA	No such resignation
		In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the Listed Entity, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.	NA	

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		The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.	NA	
		The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity / its material subsidiary has not provided information as required by the auditor.	NA	
3.	Information upon Resignation	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR / CFD / CMD1 / 114 /2019 dated 18th October, 2019.	NA	No such resignation

4. Assumptions & Limitation of scope and Review:

a. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

b. Our responsibility is to report based upon our examination of relevant documents and information which was done on test basis to ensure that correct facts are reflected in records. This is neither an audit nor an expression of opinion.

c. We have not verified correctness and appropriateness of financial Records and Books of Accounts of the listed entity. Wherever required, we have obtained Management representation about compliance of applicable laws falling in purview of SEBI Regulations.

d. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an

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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. The status of equity shares of the company with normal voting rights as on date is 'Trading restricted - on account of GSM'.

For Vishakha Agrawal & Associates
Practising Company Secretaries

Place : Indore
Date : 27/05/2023



CS Vishakha Agrawal
M. No. : 39298 **CP No** : 15088
Peer Reviewer Code: 2575 / 2022
UDIN : A039298E000397315