

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: February 15, 2023

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

Scrip Code: 526683

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.

Symbol: UNIVAFOODS

SUBJECT: OUTCOME FOR MEETING OF BOARD OF DIRECTORS HELD ON TUESDAY, FEBRUARY 14, 2023.

REFERENCE: REGULATION 31A OF THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("THE LISTING REGULATIONS").

Dear Sir / Madam,

In furtherance to the captioned subject and mentioned reference, we would like to inform that the Board of Directors at its meeting held on February 14, 2023, has considered and approved the following:

1. Addition of name of the following persons as Promoter:

- a) Mrs. Shaik Haseena
- b) Mr. Suresh Tangella

The Company noted the Completion of the Takeover process by the Acquirer (S). Therefore, the Company had received a request from Acquirer (S) for their addition to the promoter list pursuant to Open Offer. The Board of Directors in its meeting held on February 14, 2023, approved and designated Acquirer (S) as Promoters of the Company.

2. Re-classification of Promoter and Promoter Group" category to "Public" category:

With reference to the letter received by the Company dated January 02, 2023, and January 18, 2023, whereby the following promoters and promoter group of the Company had requested for reclassification from the "Promoter and Promoter Group" category to "Public" category and that the Board of Directors of the Company in their meeting held on Tuesday, February

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14, 2023, considered the request of reclassification from the "Promoter and Promoter Group" category to "Public" category:

- a) Darshana Mahendra Thacker
- b) Mahendra Ramanlal Thacker
- c) Mihir Mahendra Thacker
- d) Maunik Mahendra Thacker
- e) Crystal Commagri Vitran Private Limited

The Extract of minutes of the Board Meeting convened on February 14, 2023, certified to be true were duly entered in compliance with the provisions of the Companies Act, 2013 read with applicable **Secretarial Standard-I**.

Further, in accordance with the Listing Regulations, the extracts of the Minutes of the Board Meeting considering a such request for re-classification of names from the Promoters to 'public' as stated above is attached herewith as "**Annexure-1**".

We request you to take the above on your record.

Thanking you
Yours faithfully,

For and on Behalf of UNIVA FOODS LIMITED
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Shaik Haseena
Managing Director
DIN : 08141400
Place : Hyderabad

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Annexure-1

EXTRACT OF MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS HELD ON TUESDAY, FEBRUARY 14, 2023 AT 04:45 P.M. (I.S.T.) AT KURA TOWERS, 08TH FLOOR, D. NO. 1-11-254 AND 1-11-255, S.P. ROAD, BEGUMPET, HYDERABAD-500016, TELANGANA, INDIA.

CONSIDER AND APPROVED RE-CLASSIFICATION OF PROMOTERS OR PROMOTER GROUP OF THE COMPANY AS PUBLIC SHAREHOLDERS:

The Chairman informed the Board of Directors that the Company has received letters from the following persons falling under the category of promoters/promoter Group of the Company, requesting to be reclassified from the Category of "Promoters/Promoters Group" to "Public Category". Accordingly, the letter dated January 02, 2023, and January 18, 2023, was placed before the Board of Directors in the meeting.

Sr. No.	Name of the Promoter and Promoter Group Member	No. of Shares	Percentage (%)
1.	Darshana Mahendra Thacker	0	0
2.	Mahendra Ramanlal Thacker	0	0
3.	Mihir Mahendra Thacker	0	0
4.	Maunik Mahendra Thacker	0	0
5.	Crystal Commagri Vitran Private Limited	0	0

The Chairman further informed the Board of Directors that the aforesaid Promoters are not holding any Equity shares and hence constitute 0% of the total paid up share capital of the Company. The aforesaid Promoters do not exercise any control over the Company and are not engaged in the management of the Company. The aforesaid Promoters neither have representation on the Board of Directors of the Company nor hold any key Management position in the Company. The Company has not entered into any Shareholders Agreement with them. Further none of the aforesaid Promoters have got any veto Rights as to voting power or control of the Company. They do not have any Special Information Rights. The aforesaid Promoters have requested to the Company to reclassify them from being a "Promoter Category" to a "Public Category" Shareholder of the Company.

In view of the same, the Board of Directors discussed and passed the following resolution:

"RESOLVED THAT pursuant to provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Including any amendments made thereto) (hereinafter referred to as "Listing Regulations") or any other applicable provisions of Listing Regulations and other applicable laws, consent of the Board of Directors of the company be and is hereby accorded to reclassify "Outgoing Promoter" i.e. Mrs. Darshana Mahendra Thacker, Mr. Mahendra Ramanlal Thacker, Mr. Mihir Mahendra Thacker, Mr. Maunik Mahendra Thacker, and M/s. Crystal Commagri Vitran

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Private Limited to "Public category" who are holding zero shares.

RESOLVED FURTHER THAT consent of the Board of Directors be and is hereby accorded to take note of the following:

Particulars	Current Promoter Group	Outgoing Promoters	Promoter Group after Reclassification
Promoter and Promoter Group	1. Darshana Mahendra Thacker 2. Mahendra Ramanlal Thacker 3. Mihir Mahendra Thacker 4. Maunik Mahendra Thacker 5. Crystal Commagri Vitran Private Limited 6. Shaik Haseena 7. Suresh Tangella	1. Darshana Mahendra Thacker 2. Mahendra Ramanlal Thacker 3. Mihir Mahendra Thacker 4. Maunik Mahendra Thacker 5. Crystal Commagri Vitran Private Limited	1. Shaik Haseena 2. Suresh Tangella

RESOLVED FURTHER THAT it is hereby confirmed that:

1. The aforesaid persons do not hold any shares in the Company.
2. The aforesaid persons have not and will continue to not exercise direct or indirect control over the Company.
3. The aforesaid persons would not be appointed as key managerial personnel of the Company for a period of not less than three years from the date of reclassification.
4. The aforesaid persons would not be appointed as Directors of the Company for a period of not less than three years from the date of reclassification.
5. No special right was even held and would not be ever held by the above reclassified above said person/entity/Company.
6. The aforesaid persons are not associated with the Company in the capacity of its director, key managerial personnel, employee, consultant, or in any other similar nature.
7. The aforesaid persons do not possess any special rights, through any formal or informal arrangements, in the Company.
8. The aforesaid persons are neither privy to any price-sensitive information about the Company currently nor wish to participate in any of the affairs of the Company post such declassification.

RESOLVED FURTHER THAT upon application to Stock Exchanges for reclassification of the "Existing Promoter and Promoter Group" as "Public Category", and on approval of Stock

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Exchanges, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and compliance to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution for Reclassification of Promoter and Promoter Group to Public Shareholding, any of the Director of the Company, Chief Financial Officer of the Company or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard and to submit all the requisite applications, representations, filings, etc. with the Stock Exchanges and other regulatory authorities as may be required in this regard without requiring the Board to secure any further consent, if required."

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

Shaik Haseena
Managing Director
DIN : 08141400

Date : February 15, 2023
Place : Hyderabad