

# 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](http://www.hotelrugby.co.in), **EMAIL ID:** [rugbyhotel@rediffmail.com](mailto:rugbyhotel@rediffmail.com)

**CONTACT:** 022 67470380

**Date:** September 30, 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/PROCEEDINGS OF 32<sup>ND</sup> ANNUAL GENERAL MEETING ("AGM") OF UNIVA FOODS LIMITED (FORMERLY KNOWN AS HOTEL RUGBY LIMITED) HELD ON FRIDAY, SEPTEMBER 29, 2023, THROUGH VIDEO CONFERENCING ("VC") OR OTHER AUDIO-VISUAL MEANS ("OAVM").**

**REFERENCE: REGULATION 30 READ WITH SCHEDULE III OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

Dear Sir / Madam,

In furtherance to the captioned subject and mentioned reference please find enclosed herewith the proceedings of the Thirty Second (32<sup>nd</sup>) Annual General Meeting ("AGM") of the members of the Company held on Friday, September 29, 2023, at 02:30 P.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

The proceedings of the AGM will also be available on the website of the Company at <https://www.hotelrugby.co.in/>.

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)**

**Somya Kasliwal**  
**Company Secretary & Compliance Officer**  
**Membership No.: A55086**  
**Enclosure: a.a**

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## GIST OF PROCEEDINGS OF THE THIRTY-SECOND (32<sup>ND</sup>) ANNUAL GENERAL MEETING (AGM) OF UNIVA FOODS LIMITED HELD ON FRIDAY, SEPTEMBER 29, 2023, THROUGH VIDEO CONFERENCING (“VC”) /OTHER AUDIO-VISUAL MEANS (“OAVM”)

This is to inform you that the members of Univa Foods Limited (Formerly known as Hotel Rugby Limited) (“the Company”) at the 32<sup>nd</sup> AGM held on September 29, 2023, transacted the Business as per the AGM Notice. The AGM was held in compliance with all the applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India in this regard. The Company provided a remote e-voting facility at the AGM to its members in respect of the Business to be transacted at the AGM.

### CREDENTIALS OF MEETING:

|  |  |
|--|--|
| <b>Commencement Time</b>                 | 02:30 p.m. (I.S.T.)  |
| <b>Conclusion Time</b>                   | 03:00 p.m. (I.S.T.)  |
| <b>Date of AGM</b>                       | September 29, 2023   |
| <b>Day of AGM</b>                        | Friday   |
| <b>Deemed Venue of AGM</b>               | 2, Ground Floor, 9, Dev Bhuvan, Gazdar Street, Chirabazar, Kalbadevi Mumbai City-400002, Maharashtra, India. |
| <b>Mode</b>                              | Through Video Conferencing (VC) / Other Audio-Visual Means(OAVM)   |
| <b>Manner of Approval of Resolutions</b> | Remote e-voting facility as provided by Company  |

### DIRECTORS' PRESENT:

| Sr. No. | Name of Director                  | Designation   |
|---------|-----------------------------------|---|
| 1.      | Mr. Jayaghosh Yarlagadda          | Chairman and Independent Director and Chairperson of Audit Committee and Stakeholder Relationship Committee |
| 2.      | Mr. Udaya Manikanta Pemmanaboyina | Independent Director and Chairperson of Nomination and Remuneration Committee                               |
| 3.      | Mrs. Shaik Haseena                | Managing Director   |
| 4.      | Mr. Jonna Venkata Tirupati Rao    | Non-Executive, Non- Independent Director  |

### INVITEES/ IN ATTENDANCE:

| Sr. No. | Name                    | Designation  |
|---------|-------------------------|--|
| 1.      | Ms. Somya Kasliwal      | Company Secretary & Compliance Officer                   |
| 2.      | Mr. Balmukund N Gattani | Proprietor of M/s. B M Gattani & Co. (Statutory Auditor) |
| 3.      | Mr. Mustafa Bohra       | Scrutinizer  |

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## PROCEEDINGS IN BRIEF:

- a. Mr. Jayaghosh Yarlagadda chaired the meeting and welcomed all the Members and introduced all the Directors present at the meeting along with the Auditors and Scrutinizer. The Chairman then confirmed that the requisite quorum is present and announced the formal commencement of the meeting and delivered the chairman's speech to members on the corporate developments during the year and overall performance of the Company for the Financial Year 2022-23.
- b. Thereafter, the Chairman requested Mrs. Shaik Haseena, Managing Director of the Company to address the Shareholders. Mrs. Shaik Haseena apprised all the Members about the current and future prospectus and Corporate Governance of the Company.
- c. Thereafter, the Chairman requested to Ms. Somya Kasliwal Company Secretary and Compliance Officer state that the Company had taken all the efforts feasible to enable the members to participate and vote on the items being considered in the meeting. He also briefed on general instructions to attend the meeting.
- d. With the consent of the shareholders present at the meeting through Video Conferencing, the Notice and Explanatory Statement of the 32<sup>nd</sup> AGM, Statutory Auditor's Report and Secretarial Audit Report were taken as read.
- e. The Company Secretary also informed that the Statutory Registers which is required to be kept open during the currency of the Annual General Meeting and the relevant documents as referred to in the Notice were available for inspection for the members by means of a request made by sending an email as stated in Notice.
- f. The Company Secretary informed about unqualified opinions expressed by B. M. Gattani & Co., Statutory Auditor of the Company on Financial Statements for the Financial Year ended March 31, 2023.
- g. The Company Secretary also informed about qualified opinions expressed by M/s Vishakha Agrawal & Associates, Secretarial Auditor of the Company which is suitably replied in the report of the Board of Directors and self-explanatory in nature.
- h. The following items of business as set out in the Notice convening the 32<sup>nd</sup> AGM were recommended for members' consideration and approval.

| Sr. No.                     | Resolutions   | Type of Resolution |
|-----------------------------|---|--------------------|
| <b>ORDINARY BUSINESSES:</b> |   |                    |
| 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. | ORDINARY           |
| 2.                          | To appoint a director in place of Mr. Suresh Tangella (DIN: 09354581), who retires by rotation and is eligible for re-appointment.  | ORDINARY           |
| <b>SPECIAL BUSINESSES:</b>  |   |                    |
| 3.                          | Approval for material-Related Party Transactions.   | ORDINARY           |
| 4.                          | Shifting of the registered office of the company from the state of Maharashtra to the state of Telangana.   | SPECIAL            |

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Thereafter, the members who were registered as speakers were invited to ask their questions.

## **VOTING BY MEMBERS:**

Mr. Mustafa Bohra, Proprietor of M/s. Mustafa Bohra & Associates, Practising Company Secretaries, was appointed as the Scrutinizer to scrutinize the votes cast in this AGM & remote e-voting and shall submit a consolidated report thereon. The Consolidated Scrutinizer's Report in the prescribed format along with the details of the voting results (remote e-voting & e-voting at AGM) on all the resolutions as set out in the Notice of AGM, pursuant to Regulation 44 of the SEBI (LODR) Regulations, 2015, shall be submitted to the Stock Exchanges within prescribed timelines. These reports will also be uploaded on the website of the Company and on the website of the Stock Exchange.

The Meeting was concluded at 03:00 p.m. (I.S.T) with a vote of thanks delivered by the Chairperson of the Company, the voting lines were kept open for 15 minutes for the members to vote from the conclusion of the meeting.

Chairperson and Managing Director concluded his/her speech by placing on record his appreciation and gratitude for all the stakeholders for having reposed their trust and confidence in the Company.

Thanking You.  
Yours faithfully,

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

**Somya Kasliwal**  
**Company Secretary & Compliance Officer**  
**Membership No.:** A55086  
**Date** : September 30, 2023