

UNIVA FOODS LIMITED

ANNUAL REPORT

FINANCIAL YEAR 2024-25

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ABOUT THE REPORT

We, Univa Foods Limited (UFL), present to our stakeholders our Annual Report. This Report reflects our strategic, financial and non-financial performance for FY 2024-25, along with an insightful overview of our operations, management practices and stakeholder value creation.

Reporting Period

This Annual Report covers the period from April 1, 2024 to March 31, 2025. The comparative figures from previous years are also included in this Report to provide a comprehensive view.

Reporting Principles

This Report has been prepared in accordance with the following statutes:

- The Companies Act, 2013 (including the Rules framed thereunder)
- Indian Accounting Standards (Ind-AS)
- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)
- The Secretarial Standards issued by the Institute of Company Secretaries of India
- Other applicable regulations, if any.

CORPORATE OVERVIEW

Board of Directors

Sr. No.	Name of the director	Designation
1	Mr. Mallinath Madineni	Managing Director
2	Mr. Deepak Babulal Kharwad	Non-Executive Non-Independent Director
3	Mr. Prasoon Mishra	Non-Executive Independent Director
4	Ms. Gayathri Srinivasan Iyer	Non-Executive Independent Director

Brief Profile of the Directors

Mr. Mallinath Madineni **(Managing Director)**

Mr. Mallinath Madineni, the Managing Director of the Company, is a seasoned professional with over 26 years of comprehensive experience in the field of corporate and financial advisory. He holds a Master's Degree in Management from Gulbarga University, equipping him with strong academic grounding in business and finance. Over the years, he has played a pivotal role in advising a wide range of businesses on strategic planning, financial structuring, mergers and acquisitions, and regulatory compliance. His deep expertise and practical approach have earned him a strong reputation in the industry.

Mr. Madineni is known for his ability to identify growth opportunities, mitigate risks, and implement effective financial strategies that drive sustainable development. As the Managing Director, he has been instrumental in steering the company through complex business environments, ensuring consistent performance and operational excellence. His leadership has significantly contributed to the company's growth, profitability, and market presence.

His multidimensional expertise and visionary outlook continue to be a valuable asset to every organization he is associated with, positioning him as a respected figure in the corporate landscape.

Mr. Deepak Babulal Kharwad **(Non-Executive Non-Independent Director)**

CA Deepak Kharwad, a Fellow Member of ICAI, possesses a Bachelor's degree in Commerce. A dynamic professional with extensive experience in finance and advisory services, specializing in investment banking and transaction advisory services. An avid believer in working hard and getting the desired results. Goes the extra mile for the client, ensuring that their needs are met and the required services are delivered. In his past stints, he has held notable roles in the Investigation Department of the National Stock Exchange of India Limited and at ICICI Bank Limited.

Ms. Gayathri Srinivasan Iyer **(Non-Executive Independent Director)**

Ms. Gayathri Srinivasan Iyer is an author, a Chartered Accountant, a Mentor and a Business Coach. She has been a Consulting entrepreneur for 25 years in taxation, budgeting, due diligence, and corporate strategy for more than 500 clients. She is the VP of Teachers are Leaders Community where she has been mentoring people with passion to impact millions of lives. She has been associated with working with clients like IHCL,

stock-holding Corporations, and other larger corporations. She is an Author of “Strategies for Success”. She has written a book for entrepreneurs in which she has narrated stories of her clients where she has been instrumental in helping them generate revenue for their business.

Mr. Prasoon Mishra
(Non-Executive Independent Director)

Mr. Prasoon Mishra is a dynamic, results-oriented marketing professional with over 16 years of extensive leadership experience across a wide range of industries, including software sales, travel, insurance, education, and real estate. Throughout his career, he has demonstrated a strong ability to adapt to varied business environments, consistently delivering outstanding performance and driving sustainable growth.

Renowned for his operational excellence, Mr. Mishra has built a solid reputation for exceeding business targets, optimizing marketing strategies, and enhancing customer engagement. His expertise lies in identifying market opportunities, developing go-to-market plans, and leading cross-functional teams to execute campaigns with precision and impact. He has a remarkable ability to build, inspire, and lead high-performing business teams, fostering a culture of accountability, collaboration, and innovation.

Mr. Mishra has played a pivotal role in spearheading strategic initiatives that have significantly improved revenue streams, brand visibility, and market share for the organizations he has been associated with. His leadership style is marked by a data-driven approach, sharp business acumen, and a strong focus on delivering measurable results. A passionate marketer and visionary leader, he continues to contribute meaningfully to the growth and success of every venture he is part of.

NOTICE OF THE 34TH ANNUAL GENERAL MEETING OF THE COMPANY, UNIVA FOODS LIMITED

To the Members,

Notice is hereby given that the 34th Annual General Meeting of the Members of Univa Foods Limited will be held on Monday, September 29, 2025 at 02:30 P.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESSES:

- 1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 and the Report of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

- 2. To appoint a Director Mr. Deepak Babulal Kharwad (DIN: 08134487), who retires by rotation as a director and in this regard, pass with or without modification(s) the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and other applicable provisions, Mr. Deepak Babulal Kharwad (DIN: 08134487), who retires by rotation and being eligible, offers himself for re-appointment at forthcoming Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESSES:

- 3. Appointment of Secretarial Auditor and Approval of his Remuneration:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provision of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 204 and other applicable provisions of the Companies Act, 2013, (including any statutory modification(s), re-enactment thereof for time being in force) and circulars issued thereunder from time to time, and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Ajay Yadav & Associates, Company Secretaries (COP No. 27919), be and are hereby appointed as the Secretarial Auditors for the Company, to hold office for a term of five consecutive years i.e. from financial year 2025-26 to financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and/ or any person authorized by the Board be and are hereby authorized to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

4. To approve granting any loan, give any guarantee or to provide any security to all such person specified under Section 185 of the Companies Act, 2013:

To consider and if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any Financial Assistance/ Loan taken/ to be taken/ availed/ to be availed by any entity which is a Subsidiary/ Associate/ Joint Venture or such other entity/ person as specified under Section 185 of the Companies Act, 2013 and more specifically to such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested; provided that the aggregate limit of advancing loan and/ or giving guarantee and/or providing any security to the Entities shall not at any time exceed the aggregate limit of Rs. 50 Crores (Rupees Fifty Crores).

RESOLVED FURTHER THAT the aforementioned loan(s) and/or guarantee(s) and/or security (ies) shall only be utilized by the borrower for the purpose of its principal business activities.

RESOLVED FURTHER THAT keeping the best interest of the Company in view, any approval accorded by the Board of Directors and shareholders of the Company under Section 185 of the Companies Act, 2013 under this resolution shall be in force till the period any amendment to the said resolution will be made by the Board of Directors and Shareholders thereof.

RESOLVED FURTHER THAT any Directors(s) of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient, or incidental to give effect to this resolution.”

Registered Office:

B-702, 7th Floor, Neelkanth Business Park, Kirol
Village, Near Bus Depot, Vidyavihar (W),
Mumbai – 400086.

By Order of the Board
For Univa Foods Limited

E-mail: univafoods@gmail.com

Website: www.univafoods.com

Contact No.: +91 8928039945

Mallinath Madineni
Managing Director

Dated this September 4, 2025 at Mumbai.

NOTES:

1. Brief Profile of Mr. Deepak Babulal Kharwad (DIN: 08134487) {Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Description	Details
Name of the Director	Mr. Deepak Babulal Kharwad
DIN	08134487
Date of Birth and Age	03-05-1983 & 42 Years
Date of Original Appointment as Director	28-06-2025
Qualification	Chartered Accountant
Brief Resume	CA Deepak Kharwad , a Fellow Member of ICAI, possesses a Bachelor's degree in Commerce. A dynamic professional with 18 years of extensive experience in finance and advisory services, specializing in investment banking and transaction advisory services. An avid believer in working hard and getting the desired results. Goes the extra mile for the client, ensuring that their needs are met and the required services are delivered. In his past stints, he has held notable roles in the Investigation Department of the National Stock Exchange of India Limited and at ICICI Bank Limited. He is currently still associated as an independent consultant with the National Stock Exchange of India Limited.
Experience and Expertise	More than eighteen years of experience in the field of Industry, Business, Finance, Corporate Management.
List of Directorship held in all the Companies	<ul style="list-style-type: none"> • Trustwave Securities Limited • Rishabh Enterprises Ltd • Slesha Commercial Limited • Univa Foods Limited
Membership/ Chairmanship of Committees of Board of Directors in all the Companies	<ol style="list-style-type: none"> Univa Foods Limited – Audit Committee – Member Univa Foods Limited – Nomination and Remuneration Committee – Member Univa Foods Limited – Stakeholders Relationship Committee – Member Trustwave Securities Limited - Audit Committee – Member Rishabh Enterprises Ltd - Audit Committee – Member
Listed entities from which the person has resigned in the past 3 years	NA
Shareholding in Univa Foods Limited	Nil

2. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021

and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and latest being 09/2024 dated September 19, 2024 ("MCA Circulars") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/ HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 and latest being Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated June 5, 2025 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Annual General Meeting through VC/ OAVM.

3. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
4. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circular through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Pursuant to Section 113 of the Act, representatives of Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC/ OAVM. The Corporate Members intending to attend the Meeting through their authorized representatives are requested to send a certified true copy of the Board Resolution and Power of Attorney (PDF/ JPG Format), if any, authorizing its representative to attend and vote on their behalf at the Meeting. The said Resolution/ Authorization shall be sent to the Company by email through its registered email address i.e. univafoods@gmail.com.
7. In compliance with the MCA Circulars and SEBI Circular dated January 5, 2023, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Registrar and Transfer Agent/ Depository Participants/ Depositories. Members may note that the Notice and Annual Report for the financial year 2024-25 will also be available on the Company's website at www.univafoods.co.in, websites of the Stock Exchange, that is, BSE Limited at www.bseindia.com and National Stock Exchange of India at www.nseindia.com.

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for e-voting are provided in this notice. The remote e-voting commences on Friday, September 26, 2025 at 9:00 A.M. (IST) and end on Sunday, September 28, 2025 at 5:00 P.M. (IST). The voting rights of the Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e., Monday, September 22, 2025.

8. Any person who is not a member post cut-off date should treat this notice for information purposes only.
9. A person, whose name is recorded in the Register of Members or in the Register of Beneficial

Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

10. The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
11. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote again.
13. Any person, who acquires shares and becomes a Member of the Company after sending the notice and holding shares as of the cut-off date, i.e., Monday, September 22, 2025, may obtain the login ID and password by sending a request to the Purva Sharegistry (India) Private Limited at evoting@purvashare.com
14. Mr. Ajay Yadav, Practicing Company Secretary (Membership No. ACS No. 75958 and CP No. 27919) of M/s. Ajay Yadav & Associates, vide Board Resolution dated September 4, 2025 has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
15. The Scrutinizer shall within a period not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing.
16. The Results shall be declared after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website viz. www.univafoods.co.in and on the website of Purva Sharegistry (India) Private Limited within 2 (Two) working days of passing of the resolutions at the AGM of the Company and the same will also be communicated to the Stock Exchanges.
17. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with Purva in case the shares are held by them in physical form.
18. The Registers maintained under Section 170 & 189 of the Companies Act, 2013 and the relevant documents referred to in the Notice will be available electronically for inspection till the conclusion of AGM by the members based on the request being sent on univafoods@gmail.com.
19. Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ Purva.
20. As mandated by the Securities and Exchange Board of India ("SEBI"), securities of the Company can be transferred / traded only in dematerialized form. Members holding shares in physical form are advised to avail the facility of dematerialization.
21. SEBI has vide Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/687 dated December 14, 2021 and SEBI/ HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 ("SEBI Circulars") mandated furnishing of Permanent Account Number ('PAN'), KYC details viz. Contact Details (Postal Address,

Mobile Number and E-mail), Bank Details, Nomination etc. by holders of physical securities.

22. Members are requested to intimate/ update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.
 - For shares held in electronic form to their Depository Participant for making necessary changes. NSDL has provided a facility for registration/update of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login> and opt-in/opt-out of nomination through the link: <https://eservices.nsdl.com/instademat-kyc-nomination/#/login>.
 - For shares held in physical form by submitting to Purva the forms given below along with requisite supporting documents:
 - a. Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes /update thereof - Form ISR-1
 - b. Confirmation of Signature of shareholder by the Banker – Form ISR-2
 - c. Registration of Nomination – Form SH-13
 - d. Cancellation or Variation of Nomination – Form SH-14
 - e. Declaration to opt out of Nomination - Form ISR-3
23. Non-Resident Indian members are requested to inform the Company/ Purva (if shareholding is in physical mode) / respective DPs (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.
24. As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Purva for assistance in this regard.
25. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
26. Pursuant to the provisions of Section 72 of the Act the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or Purva. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.
27. Member(s) holding shares in physical form is/ are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. Members holding shares in demat form are requested to notify any change in their addresses, e-mails and/or bank account mandates to their respective DPs only and not to the Company/ Purva for effecting such changes. The Company uses addresses, e-mails and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic/demat form.
28. All communications/ queries in this respect should be addressed to our Purva Sharegistry (India) Private Limited at evoting@purvashare.com

Purva e-Voting System – For Remote e-voting and e-voting during AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Purva Sharegistry (India) Private Limited (Purva) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Purva.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://univafoods.co.in/investor-relation/notice-of-general-meeting-and-postal-ballot/annual-general-meeting/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. <https://evoting.purvashare.com/>.
7. The AGM/EGM has been convened through VC/ OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/ EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on September 26, 2025 at 09:00 A.M. and ends on September 28, 2025 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 22, 2025 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY /MUFGINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available

	<p>on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="734 1391 1144 1639" data-label="Image"> </div> 5) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on “Shareholder/Member” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.

5) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/Purva or contact Company/Purva.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVENT NO. 170 for the relevant Univa Foods Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (xi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, non-individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz univafoods@gmail.com if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/Purva email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Shareregistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER:

The following statements set out all material facts relating to the Special Businesses proposed in this Notice:

Item no. 3: Appointment of Secretarial Auditor and Approval of his Remuneration:

The Board at its meeting held on September 4, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s. Ajay Yadav & Associates, Practicing Company Secretaries (Firm Registration Number - S2025MH1014300 - Peer Review No. 6776/2025) as Secretarial Auditors of the Company for a term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

M/s. Ajay Yadav & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s. Ajay Yadav & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the secretarial audit shall be mutually agreed between the Board of Directors and M/s. Ajay Yadav & Associates.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 3 of this Notice.

Item No. 4: To approve granting any loan, give any guarantee or to provide any security to all such person specified under Section 185 of the Companies Act, 2013:

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner.

However, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that (a) a special resolution is passed by the company in general meeting and the loans are utilized by the borrowing company for its principal business activities.

In order to augment the long term resources of the Company and to render support for the business requirements of the entities in which director of the Company is interested or deemed to be interested

from time to time, the Board of Directors in its meeting held on September 4, 2025 has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder approval for advancing any loan, giving any guarantee or providing any security to all such person specified under Section 185 of the Companies Act, 2013 and more specifically such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested and up to an aggregate limit of Rs. 50 Crores (Rupees Fifty Crores). Further, the aforementioned loan(s) and/or guarantee(s) and/or security (ies) shall only be utilized by the borrower for the purpose of its principal business activities and that keeping the best interest of the Company.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 4 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

DIRECTORS' REPORT

To the Members,

The Directors take pleasure in presenting Board's Report on the business and operations of your Company for the financial year 2024-25, along with the Audited Financial Statements for the financial year ended March 31, 2025.

FINANCIAL HIGHLIGHTS

The financial summary for the year ended is as follows:

(Rs. in Lakhs)

	For the current year ended March 31, 2025	For the previous year ended March 31, 2024
Revenue from operations	0.000	2.720
Other Income	2.000	3.590
Total Income	2.000	6.310
Expenditure	22.84	71.070
Profit / (Loss) for the year Before Tax	(20.84)	(71.070)
Less: Tax Expenses	0.000	0.000
Net Profit/(Loss) After tax	(20.84)	(71.070)

The Financial Statements for the Financial Year ended March 31, 2025, forming part of this Annual Report, have been prepared in accordance with Ind-AS notified under Section 133 of the Companies Act, 2013 ("the Act") and other relevant provisions of the Act.

NUMBER OF MEETINGS OF THE BOARD

The Company holds at least four Board Meetings in a year, one in each quarter. All the decisions and urgent matters approved by way of circular resolutions, if any, are placed and noted at the subsequent Board Meeting.

During the financial year under review, 14 (fourteen) meetings of the Board were held. The particulars of the meetings held along with the attendance of each Director are detailed in the Corporate Governance Report and hence, not repeated here.

STATE OF COMPANY'S AFFAIRS

During the year under review, the Company has been streamlining the management and compliance procedures, and hence, the Company has incurred losses. The Net Loss After Tax stands to be at Rs. 20.84 in Lakhs.

THE AMOUNTS, IF ANY, WHICH IT PROPOSES TO CARRY TO ANY RESERVES

The amount which is carried to any reserves, if any, is duly disclosed in Balance Sheet and Notes to Balance Sheet as part of Financial Statements.

MATERIAL CHANGES AND COMMITMENTS

No material changes or commitments impacting the financial position of the Company have occurred between the end of the financial year to which these financial statements relate and the date of this report.

The Company's financial status has remained stable during this period, with no significant events or obligations arising that could affect the accuracy or completeness of the reported financial information.

SIGNIFICANT EVENTS DURING THE YEAR UNDER REVIEW

No major events took place during the financial year. The period was marked by stability, with no significant incidents or changes impacting operations or financial performance. Overall, the year proceeded smoothly without any notable occurrences affecting the company's activities or results.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of loans, guarantees and investments under the provisions of section 186 of the Companies Act, 2013, are disclosed in Balance Sheet as part of Financial Statements.

STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company is exposed to inherent uncertainties owing to the sectors in which it operates. A key factor in determining a Company's capacity to create sustainable value is the risks that the Company is willing to take (at strategic and operational levels) and its ability to manage them effectively. Many risks exist in a Company's operating environment and they emerge on a regular basis. The Company's Risk Management processes focuses on ensuring that these risks are identified on a timely basis and addressed. The Board has a duly constituted Risk Management Committee of Directors.

The Company is well aware of the above risks and as part of business strategy has a robust risk management framework to identify, evaluate and mitigate business risks with timely action. This framework seeks to enable growth, create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage by undertaking effective steps to manage risks.

The Board approved Risk Management policy has been put in place, which is reviewed periodically, to establish appropriate system and procedures to mitigate all risks faced by the Company.

The Risk Management policy of the Company is available on the website at <https://univafoods.co.in/investor-relation/policies/>.

CHANGE IN THE NATURE OF BUSINESS

The nature of the Company's business remained unchanged throughout the financial year. There were no alterations or shifts in its core operations, products, or services. The Company continued to operate within its established business framework, maintaining consistency in its activities and strategic direction during this period.

DIRECTORS AND KEY MANAGERIAL PERSONS

Directors:

The Company's Board is an optimum mix of Executive, Non-Executive, Independent and Woman Directors. As on March 31, 2025, the composition of Board was as under:

Sr. No.	Name of the director	Designation
1	Mr. Mallinath Madineni	Managing Director
2	Mr. Deepak Babulal Kharwad	Non-Executive Non-Independent Director

3	Mr. Prasoon Mishra	Non-Executive Independent Director
4	Ms. Gayathri Srinivasan Iyer	Non-Executive Independent Director

In the opinion of the Board, all the directors possess the requisite qualifications, experience, expertise, proficiency and hold high standards of integrity. Further, all the Directors of the Company have also given declaration that they are not disqualified from holding the office of Director by virtue of any SEBI Order or any other such authority.

Other details of the Directors on the Board such as:

- I. the number of other Directorships, Committee Chairmanships/ Memberships held by the Directors in other Companies;
- II. names of other Equity Listed Companies (in any), where the Directors of the Company hold directorships, along with the category of such Directorships,

are disclosed in the 'Corporate Governance Report' of the Company for the year under review, which forms part of the Annual Report separately.

Further, details with respect to the meetings of the Board, its committees and remuneration of Directors etc. are disclosed in the 'Corporate Governance Report' of the Company for the year under review, which forms part of the Annual Report separately.

Following changes took place on the board of the company during the year: (Till the date of this Board Report)

Sr. No.	Name of the Personnel	Designation	Appointment/ Cessation/ Change in Designation	Effective date
1.	Mr. Suresh Tangella	Non-Executive Director	Cessation	16-05-2024
2.	Mr. Nikhil Dilipbhai Bhuta	Non-Executive Director	Cessation	28-06-2024
3.	Mr. Vishal Omprakash Sharma	Non-Executive Director	Cessation	28-06-2024
4.	Mr. Mallinath Madineni	Executive Director	Appointment	28-06-2024
5.	Mr. Deepak Babulal Kharwad	Executive Director	Appointment	28-06-2024
6.	Mr. Prasoon Mishra	Non-Executive Independent Director	Appointment	06-07-2024
7.	Ms. Gayathri Srinivasan Iyer	Non-Executive Independent Director	Appointment	06-07-2024
8.	Mr. Gunjan Jain	Company Secretary and Compliance Officer	Appointment	26-07-2024
9.	Ms. Haseena Shaik	Managing Director	Cessation	02-08-2024
10.	Mr. Jonna Venkata Tirupati Rao	Non-Executive Non-Independent Director	Cessation	02-08-2024
11.	Mr. Mallinath Madineni	Managing Director	Change in designation	02-08-2024
12.	Mr. Deepak Babulal Kharwad	Non-Executive Non-Independent Director	Change in designation	02-08-2024

13.	Ms. Sandhya Rani Koochana	Chief Financial Officer	Cessation	05-10-2024
14.	Mr. Jayaghosh Yarlagadda	Non-Executive Independent Director	Cessation	05-10-2024
15.	Mr. Udaya Manikanta Pemmanaboyina	Non-Executive Independent Director	Cessation	05-10-2024
16.	Mr. Uday Srinivas Tangella	Non-Executive Non-Independent Director	Cessation	18-10-2024
17.	Mr. Piyush Yogesh Rastogi	Chief Financial Officer	Appointment	10-01-2025
18.	Mr. Piyush Yogesh Rastogi	Chief Financial Officer	Cessation	24-03-2025
19.	Mr. Pravin Chauhan	Chief Financial Officer	Appointment	23-06-2025

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

The Auditors has not reported any frauds under sub-section (12) of section 143 other than those which are reportable to the central government.

DEPOSITS

The Company has not accepted any deposits from public during the year under review, and as such, no amount principal or interest on deposits from public was outstanding as on the date of the balance sheet.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE

During the year, no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has a proper and adequate system of internal financial controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition, and that transactions are authorized, recorded, and reported correctly. The internal control system is supplemented by extensive programme of audit, review by management, and documented policies, guidelines and procedures.

The Company has internal financial controls which are adequate and were operating effectively. The controls are adequate for ensuring the orderly and efficient conduct of the business, including adherence to the Company's policies, the safeguarding of assets, the prevention and detection of frauds and errors, the accuracy and completeness of accounting records and timely preparation of reliable financial information. The Internal Financial Controls were validated by an external agency appointed by the Company and also by the Statutory Auditors of the Company.

INTERNAL COMPLAINTS COMMITTEE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

This is not applicable to the Company, as there were did not have female employees exceeding ten during the financial year 2024-25. Consequently, any related provisions or requirements do not pertain to the Company for this period due to the absence of a workforce.

A STATEMENT BY THE COMPANY WITH RESPECT TO THE COMPLIANCE TO THE PROVISIONS RELATING TO THE MATERNITY BENEFITS ACT, 1961

This is not applicable to the Company, as there were did not have female employees exceeding ten during the financial year 2024-25. Consequently, any related provisions or requirements do not pertain to the Company for this period due to the absence of a workforce.

THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR

No applications were made, nor were there any proceedings pending under the Insolvency and Bankruptcy Code, 2016, during the financial year. The Company has not been involved in any insolvency or bankruptcy-related matters throughout this period, maintaining a stable financial and operational status.

DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

During the financial year under review, there has been no incident of one time settlement for loan taken from the banks of financial institutions and hence not being commented upon.

RELATED PARTY TRANSACTIONS/ DISCLOSURE

The Company has not entered into any related party transaction as provided in sub-section (1) of section 188 of the Companies Act, 2013 which is not in its ordinary course of business or not on arm's length basis. Hence, in accordance of proviso four of sub-section (1) of section 188 of the Companies Act, 2013, the sub-section (1) of section 188 of the Companies Act, 2013 is not applicable for this financial year.

DIVIDEND

The Board of Directors wishes to inform shareholders that no dividend will be declared for the current financial year. After careful consideration of the company's financial position and future growth plans, the Board has decided to strengthen and streamline its activities for further stability.

ANNUAL RETURN

The copy of Annual Return referred to in sub-section (3) of section 92 of the Companies Act, 2013 is placed on website of the Company. The web-link of the Annual Return is <https://univafoods.co.in/investor-relation/annual-return/>.

CAPITAL STRUCTURE**Authorised Share Capital**

The Company has Authorized Share Capital of Rs. 16,10,00,000 as on March 31, 2025.

Paid-up Share Capital

The Company has Paid-up Share Capital of Rs. 14,32,28,000 (Rupees fourteen crores thirty-two lakhs and twenty-eight thousand only) divided into 1,43,22,800 equity shares of Rs. 10/- each as on March 31, 2025.

SHARE WARRANTS

As on March 31, 2025, there were no outstanding share warrants of the Company.

PARTICULARS OF EMPLOYEE AND RELATED DISCLOSURES

Disclosure pursuant to Rule 5 (2) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 during the year:

Sr. No.	Name	Designation	Remuneration	Nature of employment, whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement	Age	Last employment	Percentage of equity shares held	Relative of any director or manager
1	Mr. Gunjan Jain	Company Secretary and Compliance Officer	1,92,000	Regular	Company Secretary – ICSI	26-07-2024	34	NA	Nil	No

PARTICULARS OF REMUNERATION

Details pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

The remuneration given is as per the remuneration policy of the company.

There has been no percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2024-25, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2024-25.

- The median remuneration of employees of the Company during the financial year was Rs. 2,88,000 per year.
- In the financial year, there was no increase in the median remuneration of employees;
- There were one permanent employee on the rolls of Company as on March 31, 2025;
- In the Financial year, no increment made in the salaries of employees including managerial personnel. Hence, the comparison between percentile increases in the managerial remuneration and percentile increase in the salaries of employees and their justification is not applicable.

AUDITORS

Statutory Auditor

Pursuant to the provisions of Section 139 of the Act the members at the 33rd (Thirty-third) Annual General Meeting ('AGM'), held on September 30, 2024, appointed M/s. B. M. Gattani & Co., Chartered Accountants,

as Statutory Auditors of the Company to hold office for their first term of 5 (five) consecutive years commencing from the conclusion of 33rd (Thirty-third) AGM till the conclusion of 38th (Thirty-eighth) AGM of the Company to be held in the financial year 2029.

Secretarial Auditor

Mr. Hemanshu Upadhyay, Proprietor of M/s. HRU & Associates., Practicing Company Secretaries was appointed to conduct the Secretarial Audit of the Company for the financial year 2024-25, as required under Section 204 of the Act and Rules framed thereunder. The Secretarial Audit Report for the Financial Year 2024-25 forms part of this report as **Annexure-1**.

EXPLANATION OR COMMENT BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE BY AUDITOR IN ITS REPORT

The Statutory Auditor's report for the financial year contains no qualifications, reservations, adverse remarks, or disclaimers. The audit was completed without any issues, indicating that the financial statements present a true and fair view of the Company's financial position in accordance with applicable laws and standards.

EXPLANATION OR COMMENT BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE BY COMPANY SECRETARY IN PRACTICE IN ITS SECRETARIAL AUDIT REPORT

The Secretarial Audit report of the Company is annexed herewith as **Annexure-1** to the Report. Point-wise explanation on observation made by the Secretarial Auditor in its report is as follows:

Observation	Explanation
The Company has incurred a delay of two days in appointment of a Company Secretary and Compliance Officer required pursuant to Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for which a fine of Rs. 1000 per day (exclusive of GST) was levied by both the Exchanges.	The company has taken the corrective action, by making the payment of the said fine for the mentioned delayed compliance. The management will be mindful in the future.
The Company has incurred a delay in compliance of Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with the requirements pertaining to the composition of the Board including failure to appoint woman director. The Exchanges have levied a fine of Rs. 1,00,000 (exclusive of GST) for the non-compliance.	The company has taken the corrective action, by making the payment of the said fine for the mentioned delayed compliance. The management will be mindful in the future.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each independent director under sub-section (7) of section 149 of the Companies Act, 2013 that they meet the criteria of independence as provided in sub-section (6) of section 149 of the Companies Act, 2013.

The Company has received requisite declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence prescribed under Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI Listing Regulations.

As per Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have also confirmed that they are not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence and that they have registered themselves as an Independent Director in the data bank maintained with the Indian Institute of Corporate Affairs.

Further, the Board members are satisfied with regard to integrity, expertise, experience and proficiency of the Independent Directors of the Company.

COMPLIANCE OF THE SECRETARIAL STANDARDS

During the period under review, the Company has complied with the applicable provisions of Secretarial Standards on Meetings of the Board of Directors (SS-1) and on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs in terms of the provisions of Section 118 of the Act.

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The Board has adopted the Nomination and Remuneration Policy of the Company pursuant to the provisions of Section 178(3) of the Act and the Listing Regulations. The Policy includes laying down criteria for identifying persons who are qualified to become Directors, Key Managerial Personnel ('KMP'), Senior Management Personnel and Other Employees of the Company, laying down criteria to carry out evaluation of every Director's performance, determining the composition and level of remuneration, including reward linked with the performance, which is reasonable and sufficient to attract, retain and motivate Directors, KMPs, Senior Management Personnel and Other Employees to work towards the long term growth and success of the Company.

The policy on director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178 is available on web-link <https://univafoods.co.in/investor-relation/policies/>

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Your Company has no activity requiring conservation of energy or technology absorption; hence particulars of statement under Section 134 (m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 for conservation of energy and technology absorption are not applicable on your Company.

Foreign exchange earnings and Outgo-

With regard to foreign exchange earnings and outgo for the current year 2024-25 the position is as under:

Particulars	Financial year ended	
	31 March 2025	31 March 2024
Income in foreign currency	NIL	NIL
Expenditure in foreign currency	NIL	NIL

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has not undertaken any Corporate Social Responsibility (CSR) initiatives during the financial year, as the provisions of Section 135 of the Companies Act, 2013 do not apply to it. Therefore, no CSR activities were developed or implemented, in compliance with the applicable legal requirements and regulations governing such obligations.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The provisions related to subsidiaries, joint ventures, and associate companies do not apply to the Company, as it does not have any such entities during the financial year.

OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE OF THE INDEPENDENT DIRECTOR

In the opinion of the Board, all Independent Directors, including those appointed during the year, possess integrity and demonstrate expertise and experience in their respective fields. Additionally, each Independent Director has successfully cleared the proficiency self-assessment test conducted by the Indian Institute of Corporate Affairs. The Board is confident that these directors contribute valuable insights and uphold the highest standards of corporate governance and professionalism in fulfilling their roles.

ANNUAL EVALUATION OF PERFORMANCE OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Regulation 4(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board shall monitor and review the board evaluation framework. The Act states that a formal annual evaluation of the performance of the Chairman, Board, its committees and of individual directors shall be made. Further, Regulation 17(10) of the Listing Regulations and Schedule IV of the Act state that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated. Regulation 17(10) of the Listing Regulations also mandates that the Board shall evaluate the fulfilment of the independence criteria of the Independent Directors as per the Listing Regulations and their independence from the management.

The performance evaluation of all the individual directors, the Board as a whole and that of its Committees was conducted based on the criteria and framework adopted by the Board.

The Board evaluated its performance after seeking inputs from all the Directors on the basis of criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc. The performance of the Committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of Committees, effectiveness of Committee meetings, etc. The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the SEBI.

The Board reviewed the performance of individual Directors on the basis of criteria such as the contribution of the individual Director to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of independent directors, performance of Non-Independent Directors and the Board as a whole was evaluated. Additionally, they also evaluated the performance of Chairman of the Board, taking into account the views of Executive and Non-Executive Directors in the aforesaid Meeting. The Board also assessed the quality, quantity and timeliness of flow of information between the Company

Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

MAINTENANCE OF COST RECORDS

The Company is not required to maintain cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

COMMITTEES OF BOARD

The Board of Directors have constituted the following committees,

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee

The detailed disclosures about the composition, terms of reference and meetings of the committees are provided in the Corporate Governance report, attached as **Annexure-2**.

ESTABLISHMENT OF VIGIL MECHANISM

Your Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior. In line with the Company's Code, any actual or potential violation, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees in pointing out such violations of the Company's Code cannot be undermined. In accordance with Section 177(9) of the Act and Regulation 22 of the SEBI Listing Regulations, the Company has established the necessary vigil mechanism that provides a formal channel for all its directors, employees, and other stakeholders to report concerns about any unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct.

The Company has laid down Whistle Blower Policy covering Vigil Mechanism with protective clauses for the Whistle Blowers. The Whistle Blower Policy is made available on the website of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory, and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant Board Committees, including the Audit and Compliance Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2024-25.

In accordance with the provisions of sub-section (5) of section 134 of the Companies Act, 2013 the Board hereby state that-

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and,
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CORPORATE GOVERNANCE REPORT

Corporate Governance Report pursuant to Part C of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this report as **Annexure-2**.

COMPLIANCE CERTIFICATE BY CHIEF FINANCIAL OFFICER

Compliance Certificate by Chief Financial Officer pursuant to regulation 17(8) and Part B of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this report as **Annexure-3**.

DECLARATION AFFIRMING COMPLIANCE OF CODE OF CONDUCT

The Company has received confirmations from all the Board of Directors as well as Senior Management Executives regarding compliance of the Code of Conduct during the year under review. A declaration by the Managing Director affirming compliance of Board Members and Senior Management Personnel to the Code is attached to this report as **Annexure-4**.

COMPLIANCE CERTIFICATE BY PRACTISING COMPANY SECRETARY

Compliance Certificate regarding compliance of conditions of Corporate Governance by Practicing Company Secretary pursuant to Part E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Report as **Annexure-5**.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis pursuant to Part B of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Report as **Annexure-6**.

INSOLVENCY AND BANKRUPTCY

The Company has not made any application or no proceeding is pending under the Insolvency and Bankruptcy Code, 2016 during the financial year and hence not being commented upon.

ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation to it Members, financial institutions, bankers and business associates, Government authorities, customers and vendors for their co- operation and support and looks forward to their continued support in future. Your Directors also place on record, their deep sense of appreciation for the committed services by the employees of the Company.

On Behalf of the Board of Directors
For Univa Foods Limited

Mallinath Madineni
Managing Director
(DIN: 01556784)

Deepak Babulal Kharwad
Director
(DIN: 08134487)

Dated this September 4, 2025 at Mumbai.

FORM NO. MR-3
Secretarial Audit Report

For the financial year ended March 31, 2025

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration) Rules, 2014]*

To,
The Members,
Univa Foods Limited
B-702, 7th Floor, Neelkanth Business Park,
Kiorl Village, Near Bus Depot,
Vidyavihar (W), Mumbai – 400086.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **UNIVA FOODS LIMITED** (hereinafter called the 'Company') (CIN: L55101MH1991PLC063265). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and the information provided by the Company, its officers, agents, authorized representatives and the explanations and clarifications given to me and representations made by Management during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 and made available to me and according to the applicable provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
 - c. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - d. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period.)
 - e. The Securities and Exchange Board of India (Registrars to an Issue and Share

- Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period.)
- f. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the audit period.)
 - g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period.)
 - h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - i. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the Company during the audit period.)
 - j. Other laws as applicable specifically to the Company as identified by the management, that is to say:
 - i. The Shop and Establishment Act, 1948
 - ii. The Code on Wages, 2019
 - iii. The Code on Social Security, 2019

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by Company with BSE Limited and National Stock Exchange of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

“The Company has incurred a delay of two days in appointment of a Company Secretary and Compliance Officer required pursuant to Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for which a fine of Rs. 1000 per day (exclusive of GST) was levied by both the Exchanges.

The Company has incurred a delay in compliance of Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with the requirements pertaining to the composition of the Board including failure to appoint woman director. The Exchanges have levied a fine of Rs. 1,00,000 (exclusive of GST) for the non-compliance.”

I further report that, the compliance by the Company of applicable financial laws such as Direct and Indirect Tax Laws and maintenance of financial records and books of accounts have not been reviewed in this Audit since the same have been subject to review by the statutory financial auditors, tax auditors, and other designated professionals.

I further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all directors to schedule the board meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that, based on the information provided and the representation made by the Company and also on the review of the compliance certificates/ reports taken on record by the Board of Directors of the Company, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that, during the audit period the Company has no events/ actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above viz.

For HRU & Associates

Company Secretaries

Sd/-

Hemanshu Upadhyay

Proprietor

M. No. 46800

C P No. 202559

PR No. 3883/2023

UDIN: A046800G001169504

Date: September 3, 2025

To,
The Members
Univa Foods Limited
Mumbai.

Our report of even date is to be read along with this letter:

1. Maintenance of Secretarial record is responsibility of the Management of the Company. My responsibility is to express an opinion on the Secretarial records based on our Audits.
2. I have followed the audit practice and process as were appropriate to obtain reasonable assurance about correctness of the contents of the Secretarial records. The verification done on the test basis to ensure that correct facts are reflected in Secretarial records. I believe that process and practices, I followed provide a reasonable basis for our opinion.
3. Wherever required, I have obtained the Management Representation about compliance of the Laws, rules and regulations and happening of events etc.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. The Compliance of the provisions of the Corporate and other applicable Laws, rules, regulations and standards is responsibility of Management. Our examination was limited to verification of procedure on the test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor efficacy or effectiveness with which the management has conducted the affairs of the Company.

For HRU & Associates,
Company Secretaries
Sd/-
Hemanshu Upadhyay
Proprietor
M. No. 46800
C P No. 202559
PR No. 3883/2023
UDIN: A046800G001169504

Date: September 3, 2025

CORPORATE GOVERNANCE REPORT

(Pursuant to Regulation 34 (3) and Schedule V (C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Company's philosophy on Corporate Governance

Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense. It is a process to manage the business affairs of the Company towards enhancing business prosperity and accountability with the objective of realizing long term shareholder's value, while considering the interest of the other stakeholders as well. In this dynamic environment, stakeholders across the globe evince keen interests in the performance of the Companies and thus good Corporate Governance is of paramount importance for companies seeking to distinguish themselves in the global footprint.

Good corporate governance practices lie at the foundation of Univa Foods Limited. The Company does not view corporate governance principles as a set of binding obligations but believes in using it as a framework to be followed in spirit. This is reflected in Company's philosophy on corporate governance.

The Company's philosophy on Corporate Governance is aimed at enhancing long term shareholder value through assisting the top management in taking sound business decisions and prudent financial management achieving transparency and professionalism in all decisions and activities of the Company. To achieve excellence in Corporate Governance by confirming to prevalent guidelines on Corporate Governance and reviewing periodically the existing systems and controls for further improvements.

We believe, Corporate Governance is not just a destination, but a journey to constantly improve sustainable value creation. It is an upward-moving target that we collectively strive towards achieving. Our multiple initiatives towards maintaining the highest standards of governance are detailed in this Report.

Board Effectiveness

The Company has laid down a clear policy defining the structure and role of Board members. The policy of the Company is to have an Executive Director – presently Mr. Mallinath Madineni, who is also Managing Director, a Chief Financial Officer (CFO) – presently Mr. Pravin Chauhan, an optimum combination of Non-Executive Independent Directors. The duties of Board members as a Director have been enumerated in Listing Regulations, Section 166 of the Companies Act, 2013 ("the Act") and Schedule IV of the Act, the last being Independent Directors specific. There is a clear demarcation of responsibility and authority amongst the Board Members.

Board of Directors

1. The details of composition of the Board as at March 31, 2025, the attendance record of the Directors at the Board Meetings held during financial year 2024-25 and at the last Annual General Meeting (AGM), as also the number of Directorships, Committee Chairmanships and Memberships held by

them in other Public Companies, the names of other listed entities where they have Directorship (if any) and their category of directorship in such listed entities, the number of Board Meetings and dates on which held and the number of shares and convertible instruments held by non-executive directors as on March 31, 2025 are given here below:

Name of Director	Category	No. of Board Meetings entitled to attend	No. of Board Meetings attended	Attendance at last AGM	No. of Directorships ¹	No. of Committee positions held ²		No. of shares and convertible instruments held by Non-executive Directors (Face Value Rs. 10/-)	Directorship in other listed entities including debt listed (Category of Directorship)
						Chairperson	Member		
Mr. Mallinath Madineni	Managing Director	12	12	Yes	1	1	1	NA	Nil
Mr. Deepak Babulal Kharwad	Non-Executive Non-Independent Director,	12	12	Yes	3	0	3	Nil	<ul style="list-style-type: none"> Rishabh Enterprises Limited – Additional Director Trustwave Securities Limited - Director
Ms. Gayathri Srinivasan Iyer	Non-Executive Independent Director	11	11	No	7	2	8	Nil	<ul style="list-style-type: none"> EFC (I) Limited-Independent Director Capfin India Limited-Independent Director TCC Concept Limited-Independent Director
Mr. Prasoon Mishra	Non-Executive Independent Director	11	11	Yes	2	2	2	Nil	Nil

Notes:

¹ Excludes directorship in private companies, foreign companies and companies under Section 8 of the Act.

² Pertains to memberships/chairpersonships of the Audit Committee and Stakeholders and Remuneration Committee of Indian public companies as per Regulation 26(1)(b) of the Listing Regulations.

- During the financial year 2024-25, 14 Board Meetings were held and the gap between two meetings did not exceed 120 days. All the Meetings were held in a manner that not more than 120 days elapsed between two consecutive Meetings. The required quorum was present at all the above Meetings. Board Meetings were held on following dates:

Sr. No.	Date of Board meeting
1.	29-05-2024
2.	28-06-2024
3.	06-07-2024
4.	26-07-2024
5.	02-08-2024
6.	13-08-2024
7.	04-09-2024
8.	05-09-2024
9.	05-10-2024
10.	18-10-2024
11.	23-10-2024
12.	11-11-2024
13.	10-01-2025
14.	07-02-2025

- There is no relationship between directors inter-se.
- The Company has not issued any convertible instruments and hence the Non-Executive Directors are not holding convertible instruments.

Skills/ Expertise/ Competence of the Board of Directors:

Skills/ Expertise/ Competence	Mr. Mallinath Madineni	Mr. Deepak Babulal Kharwad	Ms. Gayathri Srinivasan Iyer	Mr. Prasoon Mishra
Industry Experience	•	•	•	•
Knowledge of Sector	•	•	•	•
Knowledge of Government/ Public Policy	•	•	•	•
Accounting	•	•	•	•
Finance	•	•	•	•
Law	•	•	•	•
Marketing Experience	•	•	•	•
Public Relations	•	•	•	•
Risk Management System	•	•	•	•
Human Resources Management	•	•	•	•

Strategy Development and implementation	•	•	•	•
Strategic Thinking/Planning from governance perspective	•	•	•	•
Compliance focus	•	•	•	•
Profile/Reputation	•	•	•	•
Ability and willingness to challenge and probe	•	•	•	•
Sound Judgment	•	•	•	•
Integrity and High ethical standards	•	•	•	•
Interpersonal relations	•	•	•	•
Listening skills	•	•	•	•
Verbal Communication Skills	•	•	•	•
Willingness and ability to devote time and energy to the role	•	•	•	•

Independent Directors

Independent Directors play a crucial role in fostering objectivity during Board discussions. They help maintain a balanced environment by preventing any single individual or special interest group from exerting undue influence or suppressing open dialogue. Serving as custodians of fairness, they safeguard the interests of all shareholders and stakeholders—particularly in situations where conflicts of interest may arise.

All the Committees, which require Independent Directors in the composition, have Independent Directors as specified in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) the Act. These Committees function within the defined terms of reference in accordance with the Act, Listing Regulations and as approved by the Board, from time to time.

Fulfillment of the independence criteria by the Independent Directors: Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Companies Act, 2013 along with rules framed thereunder. The Independent Directors have confirmed that they satisfy the criteria prescribed for an Independent Director as stipulated in Regulation 16(1)(b) & 25 of the Listing Regulation and have submitted the declaration of independence stating that they meet the criteria as provided under Section 149(6) of the Act as amended from time to time. They have also confirmed compliance with Section 150 of the Act and Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 relating to the inclusion of their name in the databank of Independent Directors maintained by Indian Institute of Corporate Affairs (IICA).

During the year under review, there was no resignation of any Independent Director from the Board of the Company, except for Mr. Jayaghosh Yarlagadda and Mr. Udaya Manikanta Pemmanaboyina, who tendered

their resignation due to personal reasons and pre-occupancy. In their resignation letters, the said directors have confirmed that there were no other material reasons for their resignation other than those stated.

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

The terms and conditions of appointment of Independent Directors have been disclosed on the website of the Company at <https://univafoods.co.in/investor-relation/policies/>.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

In accordance with the provisions of Section 149(8) read with Schedule IV of the Act and Regulation 25(3) and (4) of Listing Regulations and Secretarial Standards, a separate meeting of the Independent Directors was held during the financial year on March 31, 2025, to review the performance of the Non-Independent Directors and performance of the Board as a whole and to assess the quality, quantity and timeliness of flow of information between the management of the Company and Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties. Moreover, the Non-Independent Directors and Management Personnel did not take part in the meeting.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company conducts familiarization programme for the Independent Directors to enable them to familiarize with the Company, its management and its operations so as to gain a clear understanding of their roles, rights and responsibilities for the purpose of contributing significantly towards the growth of the Company. They are given full opportunity to interact with senior management personnel and are provided with all the documents required and/or sought by them to have a good understanding of the Company, its business model and various operations and the industry of which it is a part.

The initiatives undertaken by the Company in this respect have been disclosed on the website of the Company at <https://univafoods.co.in/investor-relation/familiarization-programmes-imparted-to/>

Committees of the Board of Directors

In compliance with the statutory requirements, the Board has constituted various Committees with specific terms of reference and scope. The objective is to focus effectively on specific areas and ensure expedient resolution and decision-making. The Committees operate as the Board's empowered agents according to their charter/ terms of reference.

The constitution of the Board Committees is available on the Company's website at <https://univafoods.co.in/investor-relation/board-and-committee/>.

AUDIT COMMITTEE

1. **Brief Description of term of reference:** The Audit Committee comprises of three Non-Executive Directors, and two of them are Independent Directors. Mr. Prasoon Mishra is the Chairperson of the Audit Committee. The Members possess adequate knowledge of Accounts, Audit, Finance, etc. The composition of the Audit Committee meets the requirements as per the Section 177 of the Companies Act, 2013 and Regulation 18(1) of the Listing Regulations. The Broad terms of reference of Audit Committee are:

- a) Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- b) Reviewing with the management the annual financial statements and auditor's report thereon before submission to the Board for approval, focusing primarily on:
 - i. Matters to be included in the Directors Responsibility Statement to be included in the Board's report in terms of Clause (c) of subsection 3 of Section 134 of the Companies Act, 2013.
 - ii. Changes, if any, to any accounting policies and practices and reasons for the same.
 - iii. Major accounting entries involving estimates based on the exercise of judgement by Management.
 - iv. Significant adjustments made in the financial statements arising out of audit findings.
 - v. Compliance with listing and other legal requirement, relating to Financial Statements.
 - vi. Disclosure of any related party transactions.
 - vii. Modified opinion (s) in the draft audit report.
- c) Recommending to the Board, the appointment, re-appointment, remuneration and terms of appointment of Auditors of the Company.
- d) To review reports of the Management Auditors and Internal Auditors and discussion on any significant findings and follow up there on.
- e) Reviewing with the management, external and internal auditors, the adequacy of internal control systems, and the Company's statement on the same prior to endorsement by the Board.
- f) Evaluation of the internal financial controls and risk management systems.
- g) To review the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- h) To approve transactions of the Company with related parties and subsequent modifications of the transactions with related parties.
- i) In addition, the powers and role of Audit Committee are as laid down under Regulation 18(3) and Part C of Schedule II of the SEBI (LODR) Regulations and Section 177 of the Companies Act, 2013.

2. **Composition, Meeting and attendance during the year:** Five (5) Audit Committee Meetings were held during the year on 29.05.2024, 13.08.2024, 11.11.2024, 10.01.2025 and 07.02.2025. The composition of the Committee as at 31.03.2025, name of members and Chairperson and the attendance of each member at the Committee Meetings are as given below:

Name of Member	Designation	Executive, Non - Executive/ Independent	Entitled to attend Meeting	Meeting Attended
Mr. Praseon Mishra	Chairperson	Non-Executive Independent Director	3	3
Mr. Deepak Babulal Kharwad	Member	Non-Executive Non-Independent Director	4	4
Ms. Gayathri Srinivasan Iyer	Member	Non-Executive Independent Director	3	3

The following directors have resigned from the office of Director of the Company and concurrently ceased to be a member of the Audit Committee:

Sr. No.	Name of the director	Effective date of cessation
1	Mr. Udaya Manikanta Pemmanaboyina	05-10-2024
2	Mr. Jayaghosh Yarlagadda	05-10-2024
3	Mr. Suresh Tangella	16-05-2024
4	Mr. Nikhil Dilipbhai Bhuta	28-06-2024

NOMINATION AND REMUNERATION COMMITTEE

1. Brief Description of Terms of Reference:

The Nomination and Remuneration Committee comprises of three Non-Executive Directors and two of them are Independent Directors. The Nomination & Remuneration Committee's constitution and terms of reference are in compliance with the provisions of the Companies Act, 2013 and Regulation 19 and Part D of the Schedule II of the Listing Regulations. The terms of reference of the Committee, inter alia, includes the following:

- a) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal and carry out evaluation of every director's performance.
- b) Formulating criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
- c) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - use the services of an external agencies, if required;
 - consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - consider the time commitments of the candidates
- d) Formulating criteria for evaluation of performance of Independent Directors and the Board.
- e) Devising a policy on diversity of Board of Directors.
- f) Recommending whether to extend or continue the term of appointment of independent director on the basis of the report of performance evaluation of Independent Directors.
- g) Recommending to the Board, all remuneration, in whatever form, payable to Senior Management.

2. **Composition, Meeting and attendance:** During the year there were 5 (five) meetings of Nomination and Remuneration Committee were held on 28.06.2024, 06.07.2024 and 26.07.2024, 02.08.2024 and 10.01.2025. The composition of the Nomination & Remuneration Committee as at 31.03.2025 and the attendance of each member at the Committee Meetings are as given below:

Name of Member	Designation	Executive, Non - Executive/Independent	Entitled to attend Meeting	Meeting Attended
Mr. Prasoon Mishra	Chairperson	Non-Executive Independent Director	1	1
Mr. Deepak Babulal Kharwad	Member	Non-Executive Non-Independent Director	1	1
Ms. Gayathri Srinivasan Iyer	Member	Non-Executive Independent Director	1	1

The following directors have resigned from the office of Director of the Company and concurrently ceased to be a member of the Nomination and Remuneration Committee:

Sr. No.	Name of the director	Effective date of cessation
1	Mr. Udaya Manikanta Pemmanaboyina	05-10-2024
2	Mr. Jayaghosh Yarlagadda	05-10-2024
3	Mr. Suresh Tangella	16-05-2024
4	Mr. Vishal Omprakash Sharma	28-06-2024
5	Mr. Mallinath Madineni	02-08-2024

3. **Performance Evaluation Criteria for Independent Directors:** Board Evaluation Policy has been framed by the Nomination and Remuneration Committee (NRC) and approved by the Board in its meeting. The policy has been framed in compliance with the provisions of Section 178 (2), 134(3)(p) and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 17(10), 19(4) and Part D of Schedule II of the Listing Regulations, as amended from time to time. The Company adopted the following criteria to carry out the evaluation of Independent Directors, in terms of the provisions of the Companies Act, 2013 and the Listing Regulations:

- The Board shall carry out evaluation of every Director's Performance.
- In addition, the evaluation of the Independent Directors shall be done by the entire Board, excluding the director being evaluated, which shall include Performance of the directors and Fulfillment of the independence criteria as specified in 16(1)(b) of SEBI (LODR), Regulations and their independence from the management.

This is to be done on an annual basis for determining whether to extend or continue the term of appointment of the independent director.

4. **The evaluation process of Independent Directors and the Board will consist of:**

- Board Member Peer Evaluation - Each Board member is encouraged to rate his/her Peer's personal contribution/performance/conduct as a director with reference to a questionnaire.
- In the Overall Board and Committees Performance Evaluation, each Board member will be asked to provide inputs on questions designed to elicit responses from the directors.
- The performance of the Chairperson of the Company shall be reviewed after taking into account the views of executive and non-executive directors on the Board with reference to a questionnaire

Copies of the evaluation forms as applicable will be distributed to each Board Member. Board members shall complete the forms and return them to the Company Secretary or the Board nominee or a consultant, as may be informed.

The Company Secretary or Board nominee or the consultant will tabulate the forms. The Tabulated Report would be sent to all Board Members for evaluation and if any director disagrees with the self-evaluated results, he/she will suitably intimate the Chairman of the Board, else the same will be deemed to have been accepted.

The individually completed forms will be preserved by the Company Secretary and the Tabulated Report would be presented to the Board and NRC for evaluation.

Apart from the above, the NRC will carry out an evaluation of every director's performance. For this purpose, the NRC would review the Tabulated Report. The NRC would provide feedback to the Board on its evaluation of every director's performance and based on such feedback, the Board will recommend appointments, reappointments, and removal of the non-performing Directors of the Company.

STAKEHOLDERS RELATIONSHIP COMMITTEE

1. The Stakeholders Relationship Committee comprises of 3 Non-Executive Directors, in which two members are Independent Directors. The Stakeholders Relationship Committee's constitution and terms of reference are in compliance with provisions of the Companies Act, 2013 and Regulation 20 and Part D (B) of Schedule II of the Listing Regulations. The terms of reference of the Committee, inter alia, includes the following:
 - a) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
 - b) Review of measures taken for effective exercise of voting rights by shareholders.
 - c) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
 - d) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
 - e) Resolving grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants.
2. During the year under review there was 1 (one) meeting of Stakeholders Relationship Committee was held on 29.04.2024. The composition of the Stakeholders Relationship Committee as at 31.03.2025 and the attendance of each member at the Committee Meetings are as given below:

Name of Member	Designation	Executive/ Non-Executive/ Independent	Meetings Held	Meetings Attended
Mr. Prasoon Mishra	Chairperson	Non-Executive Independent Director	1	1
Mr. Mallinath Madineni	Member	Non-Executive Independent Director	1	1

Mr. Deepak Babulal Kharwad	Member	Non-Executive Non-Independent Director	1	1
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The following directors have resigned from the office of Director of the Company and concurrently ceased to be a member of the Stakeholders Relationship Committee:

Sr. No.	Name of the director	Effective date of cessation
1	Mr. Udaya Manikanta Pemmanaboyina	05-10-2024
2	Mr. Jayaghosh Yarlagadda	05-10-2024
3	Mr. Suresh Tangella	16-05-2024
4	Ms. Shaik Haseena	06-07-2024

3. Pursuant to applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the Compliance Officer designated for the purpose of handling investor grievances during the financial year 2024-25 are as follows:

Mr. Gunjan Jain

Company Secretary & Compliance Officer

Univa Foods Limited

B-702, 7th Floor, Neelkanth Business Park, Kirol Village, Near Bus Depot, Vidyavihar (W),

Mumbai – 400086.

E-mail: univafoods@gmail.com

4. **Investor Grievance Redressal:** Number of complaints received and resolved to the satisfaction of Shareholders/ Investors during the year under review and their break-up is as under:

Number of Shareholders' Complaints received during the financial year	Nil
Number of complaints not solved to the satisfaction of Shareholders	Nil
Number of pending Complaints as on 31.03.2025	Nil

RISK MANAGEMENT COMMITTEE

The Company does not require to constitute Risk Management Committee as on March 31, 2025.

SENIOR MANAGEMENT

The Board of Directors has identified Senior Management pursuant to Regulation 16(1)(d) of SEBI Listing Regulations.

Details of the Senior Management as on 31-03-2025 are as under:

Sr. No.	Name of the Personnel	Designation	Appointment/ Cessation/ Change in Designation	Effective date
1	Mr. Gunjan Jain	Company Secretary and Compliance Officer	Appointment	26-07-2024

2	Mr. Piyush Yogesh Rastogi	Chief Financial Officer	Appointment	10-01-2025
3	Mr. Piyush Yogesh Rastogi	Chief Financial Officer	Cessation	24-03-2025

Note: Please note that Mr. Pravin Chauhan was appointed as the Chief Financial Officer of the Company w.e.f. June 23, 2025.

REMUNERATION OF DIRECTORS

1. Remuneration paid/ payable to the Executive Director/s for the period 01.04.2024 to 31.03.2025 is NIL.
2. The criteria of making payments to non-executive directors is available on website of the Company i.e. <https://univafoods.co.in/investor-relation/policies/>
3. Remuneration of the Non-Executive Directors for the financial year 2024-25:

The Company has not approved any remuneration to the Non-Executive Directors for the financial year 2024-25.

GENERAL BODY MEETINGS

1. **Annual General Meetings:** The details of date, time and venue of the Annual General Meetings (AGMs) of the Company held during the preceding three years and the Special Resolutions passed there at, are as under:

AGM	Date	Time	Venue	Special Resolution Passed
33 rd AGM	30.09.2024	10:30 A.M. (IST)	Through Conferencing Other Audio Means (OAVM)	Video (VC)/ Visual
				<ol style="list-style-type: none"> 1. To appoint Mr. Mallinath Madineni (DIN: 01556784) as an Managing Director of the Company: (Change in designation from Additional Director to Managing Director); 2. To regularize the appointment of Mr. Prasoon Mishra (DIN: 06497540) as an Additional Independent Director of the Company; 3. To regularize the appointment of Ms. Gayathri Srinivasan Iyer (DIN: 09054785) as an Additional Independent Director of the Company.
32 nd AGM	07.09.2023	02:30 P.M. (IST)	Through Conferencing Other Audio Means (OAVM)	Video (VC)/ Visual
				<ol style="list-style-type: none"> 1. Shifting of the registered office of the company from the State of Maharashtra to the State of Telangana

			(Deemed venue - 2, Ground Floor, 9 Dev Bhuvan, Gazdar Street, Chirabazar, Kalbadevi, Mumbai-400002, Maharashtra, India.)	
31 st AGM	29.06.2022	03:30 P.M. (IST)	Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) (Deemed venue - 2, Ground Floor, 9 Dev Bhuvan, Gazdar Street, Chirabazar, Kalbadevi, Mumbai-400002, Maharashtra, India.)	<ol style="list-style-type: none"> 1. To approve appointment of Mrs. Shaik Haseena (DIN: 08141400) as Managing Director of the Company; 2. To approve appointment of Mr. Jayaghosh Yarlagadda (DIN: 00191727) as an Independent Director of the Company; 3. To approve the appointment of Mr. Udaya Manikanta Pemmanaboyina (DIN: 08992295) as an Independent Director of the Company; 4. To make investments, give loans, guarantees and provide securities under section 186 of the Companies Act, 2013; 5. To approve increase in the borrowing powers of the Board of Directors under Section 180 (1) (c) and 180 (a) of the Companies Act, 2013; 6. To approve giving loan or guarantee or providing security in connection with loan availed by any other person specified under Section 185 of the Companies Act, 2013; 7. To change the name of the Company to Univa Foods Limited.

2. **Extra Ordinary General Meetings:**

No Extra-Ordinary General Meeting was held by the Company during the financial year 2024-25.

3. **Special Resolutions passed through Postal Ballot:**

No resolutions were passed through Postal Ballot by the Company for the financial year 2024-25.

4. **Procedure for Postal Ballot:**

No resolutions were passed through Postal Ballot by the Company for the financial year 2024-25.

MEANS OF COMMUNICATION

Timely disclosure of consistent, comparable, relevant and reliable information on corporate financial performance is at the core of good governance towards this end:

1. **Hosting of Results:** The Quarterly Results of the Company are intimated to the Stock Exchanges immediately after they are approved by the Board.
2. **Newspapers wherein results normally published:** Financial Express and Mumbai Lakshdeep.
3. **Website:** <https://univafoods.co.in/>
4. **News Releases:** Press releases (if any) are sent to the Stock Exchanges as well as displayed on the Company's website at <https://univafoods.co.in/> before it is released to the media.
5. **Presentations made to institutional investors or to the analysts:** The presentations (if any) are available on the Company's website.

GENERAL SHAREHOLDER INFORMATION

1. Annual General Meeting

Monday, September 29, 2025 through Video Conferencing / Other Audio-Visual Means as set out in the Notice convening the Annual General Meeting. Deemed venue of the meeting is B-702, 7th Floor, Neelkanth Business Park, Kirol Village, Near Bus Depot, Vidyavihar (W), Mumbai – 400086.

2. Financial Year – April 1, 2024 to March 31, 2025.

3. Dividend Payment Date – The Board of Directors of your Company, keeping in view current financial position, has decided not to recommend any dividend for the Financial Year 2024-25 and hence the requisite of disclosing the Dividend payment date is not applicable.

4. The equity shares of the Company are listed on the **BSE Limited** at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001 and Scrip Code is **526683** and the **National Stock Exchange of India (NSE) Limited** at Exchange Plaza, Bandra Kurla Complex, Mumbai - 400 051 and the NSE Symbol is **UNIVAFOODS**.

5. Payment of Listing Fees -

Annual listing fees for the FY 2024-25 and 2025-26 has been paid by the Company to the BSE Limited and the National Stock Exchange of India Limited.

6. Payment of Depository Fees -

Annual Custody/ Issuer fee is being paid by the Company within the due date based on invoices received from the Depositories.

7. Registrar to an Issue and Share Transfer Agent –

MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited)

Regd. Office: C 101, Embassy 247, L. B. S. Marg, Vikhroli (West), Mumbai - 400083.

Branch Off.: C 101, Embassy 247, L. B. S. Marg, Vikhroli (West), Mumbai - 400083.

E-mail Id: mumbai@in.mpms.mufg.com

ahmedabad@in.mpms.mufg.com

8. Share Transfer System –

In terms of Regulation 40(1) of SEBI Listing Regulations as amended, securities can be transferred only in dematerialized form. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are affected through the depositories with no involvement of the Company.

Pursuant to SEBI Circular dated January 25, 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. All the share related activities including redressal of shareholders'/investors' grievances are being handled by the Company's RTA.

9. Distribution of Shareholding – Distribution of shareholding by size as on March 31, 2025

Grouping of shares	No. of Shareholders	% of total Shareholders	No. of Shares per Category	% of total Shares
Up to 500	7,136	6.7637	12,28,709	8.5787
501 - 1000	567	3.1612	4,90,283	3.4231
1001 - 2000	265	1.2525	4,16,984	2.9113
2001 - 3000	105	0.5726	2,67,999	1.8711
3001 - 4000	48	0.4414	1,75,155	1.2229
4001 – 5000	37	0.8827	1,77,528	1.2395
5001 – 10000	74	1.8013	5,45,228	3.8067
Above 10000	151	6.7637	1,10,20,914	76.9466
Total	8,383	100	1,43,22,800	100

10. Dematerialization of Shares - The Company has arrangements with both National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') for demat facility.

Mode of Holding	No. of Shares	% of Holding
Shares held in Demat with NSDL	36,83,419	25.71
Shares held in Demat with CDSL	97,15,681	67.84
Physical	9,23,700	1.65
Total	3,56,72,508	100

Note: The shareholders holding shares in physical form are requested to dematerialize their shares for safeguarding their holdings and managing the same hassle free. Shareholders holding physical shares are requested to complete their KYC as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. More details including the said SEBI Circular dated March 16, 2023 are available on <https://univafoods.co.in/>. Shareholders are accordingly requested to contact any of the Depository participants registered with SEBI to open a demat account.

11. Liquidity –The Company’s equity shares are traded on the BSE Limited and National Stock Exchange of India Limited. (NSE) The Company has 1,43,22,800 shares listed on BSE Limited and NSE, available for trading.
12. **Global Depository Receipts or American Depository Receipts or Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity** – Not Applicable
13. **Foreign Exchange Risk and Hedging Activities** – The Company is not involved in import and or export activities and hence the disclosure in respect to Foreign Exchange Risk and Hedging Activities is not applicable.

Commodity Price Risk: The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required.

14. **Plant Locations** – Not Applicable

15. Address for Correspondence

Univa Foods Limited

Regd. Off.: B-702, 7th Floor, Neelkanth Business Park, Kiroli Village, Near Bus Depot, Vidyavihar (W), Mumbai – 400086.

E-mail: univafoods@gmail.com

Website- <https://univafoods.co.in/>

16. SCORES - A centralized web-based complaints redressal system which serves as a centralized database of all complaints receive, enables uploading of Action Taken Reports by the concerned company and online viewing by the investors of actions taken on the complaints and its current status.
17. List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad – Not Applicable

OTHER DISCLOSURES

1. Policy on dealing with related party transactions and disclosure of materially significant related party transactions

Related Party Transactions: All transactions entered into with Related Parties as defined under the Companies Act, 2013, and Regulation 23 of the Listing Regulations during the financial year were in the ordinary course of business and on arm’s length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosures as required by the Indian Accounting Standard (Ind-AS 24) have been made in the notes to the Financial Statements. The Board approved policy for related party transactions is available on the Company’s website <https://univafoods.co.in/investor-relation/policies/>

2. **Details of non-compliance by the Company and/ or penalties & strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets during the last three years**

Financial Year 2024-25

Sr. No.	Particulars	Non-compliance
1	Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	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 Requirements) Regulations, 2015, for which the fine was levied by both the Exchange. The fine levied has been paid by the Company.
2	Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	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) Regulations, 2015, for which the fine was levied by both the Exchanges. The fine levied has been paid by the Company.

Financial Year 2023-24:

Sr. No.	Particulars	Non-compliance
1	Reg. 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 31.12.2023.
2	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 2223.
3	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 and No intimation for closure of Trading Window for the Quarter ended 31.12.2024 given to BSE and NSE.
4	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.
5	Reg. 33 of LODR read with BSE Circular: DCS/COMP /28/2016-17 dated 30th March, 2017	Filing of Financial Results for the quarter ended September, 2023 was filed beyond 24 hours

6	Reg. 34 of LODR 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.
7	Reg. 30 of LODR 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.
8	Non submission of Declaration of unmodified audit report along with the audited financial results for the year ended March 31, 2023.	The Company has not filed Declaration of unmodified audit report along with the audited financial results for the year ended March 31, 2023.

Financial Year 2022-23:

Sr. No.	Particulars	Non-compliance
1	Regulation 3(5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.	Non-maintenance of Digital Database to handle unpublished price sensitive information.

3. Whistle Blower Policy & Vigil Mechanism

In accordance with the requirements of the Act and SEBI Listing Regulations, the Company has a Whistle Blower Policy approved by the Board of Directors and the objectives of the Policy are:

- i. To provide a mechanism for employees and Directors of the Company and other persons dealing with the Company to report to the Audit Committee, any instances of unethical behavior, actual or suspected fraud or violation of the Company's Ethics Policy;
- ii. To safeguard the confidentiality and interest of such Employees/Directors/other persons dealing with the Company against victimization, who notice and report any unethical or improper practices; and
- iii. To appropriately communicate the existence of such mechanism, within the organization and to outsiders. Whistle Blower Policy is available on the Company's website at <https://univafoods.co.in/>

The Company confirms that no personnel have been denied access to the Audit Committee pursuant to the whistle blower mechanism.

4. The Company has complied with all the mandatory requirements of Listing Regulations, in respect of corporate governance. The following non-mandatory requirements as specified in Part E of Schedule II of SEBI Listing Regulations have been adopted by the Company:

- i. The Internal Auditors report directly to the Audit Committee.
- ii. The Auditors' Report does not contain any qualification

5. Policy for determining material subsidiaries

The Company's policy for determining 'Material' Subsidiaries' and 'policy on materiality of related party transactions and on dealing with related party transactions' are available on the Company's website at: <https://univafoods.co.in/investor-relation/policies/>

6. Disclosure of commodity price risks and commodity hedging activities

Commodity Hedging Activities – The Company does not deal in commodities hence the disclosure in respect to Commodity Hedging Activities is not applicable.

Commodity Price Risk: The Company does not deal in commodities and hence the disclosure pursuant to Commodity Price Risk is not required.

7. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) – Not Applicable

8. Practicing Company Secretary's certificate on non-disqualification of Directors

The Company has obtained a certificate from Mr. Hemanshu Upadhyay, Proprietor of M/s. HRU & Associates., Practicing Company Secretaries certifying that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority is attached to this report as **Annexure-2A**.

9. Disclosure on acceptance of recommendations made by Board Committees to the Board

During the financial year 2024-25, all recommendations made by the Board Committees to the Board of Directors, were accepted by the Board after due deliberations.

10. Details of total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor

M/s. B. M. Gattani & Co., Chartered Accountant have been appointed as the Statutory Auditor of the Company.

11. Disclosures under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 – Not Applicable

12. Disclosure of loans and advances in the nature of loans to firms/companies in which directors are interested along with name and amount.

The Company has not given any loans or advances to any firm/ company in which its directors are interested. The details of the loans or advances are set out in the notes to annual audited financial statements forming part of this Annual Report.

13. **Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.** - The Company does not have any subsidiaries as on March 31, 2025.

NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE

Following are the details of the Non-compliances on part of the Company:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Fine Amount	Management Response
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.	Rs. 2000/- plus GST.	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.
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	Rs. 1,00,000 plus GST.	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.

The Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of Listing Regulations, during the year under review. The Compliance Certificate from **M/s. HRU and Associates**, Practicing Company Secretaries, certifying compliance with the conditions of Corporate Governance is annexed to this Report and marked as **Annexure-5**.

The Company submits quarterly Corporate Governance Report to the Stock Exchanges as per Regulation 27 of the SEBI Listing Regulations. The same is also being made available on the Company's website at <https://univafoods.co.in/>

ADOPTION OF DISCRETIONARY REQUIREMENTS

The Company has complied with all mandatory requirements of Regulation 34 of the Listing Regulations.

The status of adoption of discretionary requirements of Regulation 27(1) as specified under Part E of Schedule II of the SEBI (LODR) Regulations 2015 is provided below:

1. **Shareholder's Rights:** The Quarterly, Half Yearly, Nine Monthly and Annual financial performance including summary of significant events are published in the newspapers, communicated to the stock exchanges and also posted on the Company's website.
2. **Modified Opinion in Auditors Report:** The Company is in the regime of unmodified opinions on financial statements.
3. **Reporting of Internal Auditor:** The Internal Auditor reports to the Audit Committee.

DISCLOSURE OF COMPLIANCE

Your Company confirms the compliance of corporate governance requirements specified in regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

The Company has no unclaimed suspense account under Regulation 39 and Schedule VI of SEBI Listing Regulations and hence, there is nothing to disclose in this regard.

DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING THE COMPANY

During the financial year under review, no agreement was entered as specified under clause 5A of paragraph A of Part A of Schedule III of the Listing Regulations which were binding upon the Company.

On behalf of the Board of Directors
For Univa Foods Limited
Mallinath Madineni

Managing Director
(DIN: 01556784)
Dated this September 4, 2025 at Mumbai.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

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

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Univa Foods Limited** having CIN: L55101MH1991PLC063265 and having registered office at B-702, 7th Floor, Neelkanth Business Park, Kirol Village, Near Bus Depot, Vidyavihar (W), Mumbai – 400086, produced before me, by the Company for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Sub-clause 10(i) Para C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on March 31, 2025 has been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sr. No.	Name of the Director	Designation	DIN	Date of appointment in the Company
1.	Mr. Mallinath Madineni	Managing Director	01556784	28/06/2024
2.	Mr. Deepak Babulal Kharwad	Non-Executive Director	08134487	28/06/2024
3.	Mr. Prasoon Mishra	Independent Director	06497540	06/07/2024
4.	Ms. Gayathri Srinivasan Iyer	Independent Director	09054785	06/07/2024

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For HRU & Associates
Company Secretaries
Hemanshu Upadhyay
M No.: 46800
C P No.: 20259
PR No. 3883/2023
UDIN: A046800G000515037
Place: Mumbai
Date: 30/05/2025

COMPLIANCE CERTIFICATE BY THE MANAGING DIRECTOR

In accordance with Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Mallinath Madineni, Managing Director of the Company, to the best of my knowledge and belief, certify that:

- A. I have reviewed financial statements and the cash flow statement for the year and that to the best of my knowledge and belief:
 - (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or which violate of the Company's code of conduct.
- C. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls of which I am aware and also of the steps I have taken or propose to take to rectify these deficiencies.
- D. I have indicated to the auditors and the Audit Committee about the following:
 - (1) There are no significant changes in internal control over financial reporting during the year;
 - (2) There have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) I am not aware of any instances of significant fraud and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Mallinath Madineni
(DIN: 01556784)
Managing Director
Date: September 4, 2025

DECLARATION AFFIRMING COMPLIANCE OF CODE OF CONDUCT

As provided under Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended March 31, 2025.

For Univa Foods Limited

Place: Mumbai
Date: September 4, 2025

Mallinath Madineni
Managing Director
(DIN: 01556784)

CERTIFICATE ON CORPORATE GOVERNANCE

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

We have examined the compliance of conditions of Corporate Governance by Univa Foods Limited for the year ended March 31, 2025, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) for the financial year ended March 31, 2025.

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations for the year ended March 31, 2025.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For HRU & Associates
Company Secretaries
Hemanshu Upadhyay
M No.: 46800
C P No.: 20259
PR No. 3883/2023
UDIN: A046800G000514960
Place: Mumbai
Date: 30/05/2025

MANAGEMENT DISCUSSION AND ANALYSIS

Global Economy

According to the International Monetary Fund's World Economic Outlook (April 2025), global GDP is estimated to have grown by 3.3% in 2024. Despite tight monetary conditions and geopolitical uncertainty, 2024 surprised on the upside. In advanced economies, labor markets remained tight, real wages recovered, and services demand supported output. Meanwhile, emerging and developing economies continued to be engines of global growth. Though challenges persisted such as lingering inflation and diverging national conditions, the year marked a turning point from crisis management to recovery and rebalancing. The United States emerged as a growth leader among advanced economies, registering a projected 2.8% expansion, supported by strong consumer spending and business investment. Emerging markets, particularly India (6.5%) and China (5.0%), remained key drivers of global momentum.

India's Economy

In FY 2025, the Indian economy registered a robust growth of 6.5%, despite facing global economic uncertainties and persistent geopolitical challenges. A key contributor to this performance was the Government of India's targeted efforts to accelerate economic progress through expansive infrastructure development. The Union Budget earmarked ₹11.21 lakh crore for capital expenditure, with particular emphasis on enhancing rural connectivity and infrastructure, thereby sustaining the momentum of economic growth.

This major investment in capital assets was undertaken while exercising strong fiscal control, keeping the fiscal deficit limited to 4.4% of GDP. Judicious fiscal management gave the government increased leeway to boost public expenditure and support domestic demand without jeopardizing overall economic stability. The infrastructure push not only spurred job creation but also generated a multiplier effect across numerous sectors of the economy.

Furthermore, a decline in prices lifted consumer sentiment, resulting in higher consumption levels in both urban and rural areas. With inflationary pressures easing, the Reserve Bank of India (RBI) responded by injecting ₹1.5 trillion into the banking sector to further energize economic activity.

India remained among the fastest-growing major economies globally, retaining its position as the world's fifth-largest economy in nominal GDP terms and the third largest in purchasing power parity (PPP). As per the Second Advance Estimates of National Income released by the National Statistical Office (NSO) in February 2025, India's real GDP is projected to grow by 6.5% in FY 2024–25 as compared to 9.2% in FY 2023–24. This growth is supported by strong momentum in industry and construction with an estimated growth rate of 8.6% resulting from an infrastructure-led growth strategy. Services is expected to grow by 7.3% led by the 'Financial, Real Estate and Professional Services' sector estimated to grow by 7.2% and 'Trade, Hotels, Transport, Communication and Services Related to Broadcasting' sector expected to grow by 6.4%. Other sectors of agriculture is estimated to grow by 4.6% while manufacturing is expected to grow by 4.3%

(Source: NSO Second Advance Estimates, February 2025).

India's Outlook for the FY 2025-26

India's economic outlook for FY 2025–26 remains optimistic, underpinned by strong domestic fundamentals and supportive policy frameworks. The Reserve Bank of India (RBI), in its April 2025 Monetary Policy Statement, projects real GDP growth at 6.5% for FY 2025–26. Manufacturing activity is expected to retain its momentum, bolstered by global demand recovery, the Production-linked Incentive (PLI) schemes, and a conducive investment environment. Services are expected to grow above trend, supported by sustained demand in contact-intensive segments and digital services exports.

The government's continued focus on infrastructure, clean energy transition and digital public infrastructure is poised to drive medium-term growth. However, risks remain from global trade owing to rising protectionist measures, persistent geopolitical tensions, rising supply chain pressures, and volatile global financial conditions.

(Source: RBI Monetary Policy Statement, April 2025)

Industry Insight and trends

The Indian hotel industry enters 2025 on a strong footing, supported by sustained domestic travel, infrastructure upgrades, and rising interest from international markets. Continued economic growth, rising disposable incomes, and evolving travel aspirations especially among millennials and Gen Z are fueling demand for both leisure and business stays. The sector is witnessing increased traction in tier-2 and tier-3 cities, driven by improved air connectivity, the rise of hybrid work models, and state-level initiatives promoting tourism circuits. The continued advent of spiritual tourism, weddings in India, and strong M.I.C.E activity (Meetings, Incentives, Conferences and Exhibitions) surrounding large state of the art conventions centers are providing a strong impetus to growth.

While heightened trade tensions and global geopolitical risks weigh strongly on the economy, the government's continued support through tourism-friendly policies, infrastructure spending, and ease-of-travel initiatives are expected to keep the sector on a stable growth trajectory. Backed by robust fundamentals, favorable supply-demand dynamics, and a maturing hospitality ecosystem, the Indian hotel industry is well-positioned for a strong and sustainable performance in 2025 and beyond.

Indian Hospitality and Tourism Industry

FY 2024-25: A New Milestone for Indian Tourism

FY 2024-25 marked another landmark year for Indian tourism, driven by strong fundamentals such as a youthful population, rising employment, growing disposable incomes, and solid domestic demand. Improved infrastructure, greater connectivity, and increased investments have further accelerated the sector's momentum. The Union Budget 2025–26 allocated Rs. 2,541 crore (\$291 million) for the tourism sector, with a focus on infrastructure upgrades, skill development, and easing travel. Key initiatives include the development of 50 leading tourist destinations, improved transport connectivity, and expanding the e-visa programme. As of December 2024, e-visas are available to citizens from 167 countries under 9 categories — making travel to India simpler and more accessible.

Opportunities and threats

Opportunities

Increasing Disposable Income:

Rising disposable incomes in India are driving higher expenditures on dining out and the exploration of new culinary experiences. This trend creates opportunities for food service providers to meet changing consumer preferences by introducing diverse and innovative food choices.

Adoption of technology and automation:

The food service industry is increasingly adopting technologies like self-ordering kiosks, app ordering, kitchen automation, order management systems, and digital marketing to improve efficiency and enhance customer experience. This presents opportunities for restaurants to streamline their operations, reduce costs, and improve customer satisfaction and engagement through technological innovations.

Prominence of online food delivery platforms:

Technological advancements, including online food delivery platforms and digital payment systems, are revolutionizing India's food services market. The widespread use of smartphones and internet access has simplified the process of ordering food online, creating growth opportunities for food delivery services and aggregator platforms to broaden their customer base.

Potential for consolidation and organized growth:

The organized food service segment is expected to surpass the unorganized segment by 2025-26, driven by expansion of domestic and international chains. This trend could lead to consolidation opportunities and increased investment in the organized food service space. Larger players may look to acquire smaller, successful brands to diversify their portfolios, while smaller players might seek partnerships to compete more effectively in an increasingly organized market.

Threats

Natural Disasters and Health Crises:

Natural disasters and health crises are significant threats to the hotel industry, often causing sudden and severe disruptions. Events like floods, earthquakes, or cyclones can damage hotel infrastructure, displace staff, and deter tourists from visiting affected regions. Similarly, health crises such as pandemics lead to travel restrictions, fear among travelers, and strict hygiene protocols, resulting in low occupancy rates and financial strain. Both types of crises can severely impact guest confidence, supply chains, and operational stability. Recovery is often slow and costly, making it essential for hotels to invest in disaster preparedness, flexible operations, and health safety measures to ensure long-term resilience.

Regulatory Changes:

Regulatory changes pose a significant threat to businesses in India, often creating uncertainty and disrupting long-term planning. Sudden shifts in tax policies, labor laws, environmental regulations, or industry-specific

compliance requirements can increase operational costs, delay projects, and deter investment. As a result, regulatory unpredictability remains a key concern for both domestic and foreign investors in India.

Competition:

Competition is a major threat to the hotel industry in India, driven by rapid growth in both domestic and international tourism. With an increasing number of players entering the market—ranging from luxury chains to budget hotels and homestays—the pressure to offer better services at competitive prices has intensified. Online travel platforms and aggregators have further empowered consumers to compare rates and reviews instantly, making customer loyalty harder to maintain. Additionally, the rise of alternative accommodations like Airbnb has disrupted traditional business models, especially in urban and tourist-heavy areas. This intense competition can lead to price wars, reduced profit margins, and the need for constant innovation to stay relevant.

Cybersecurity Risks:

Cybersecurity risks pose a growing threat to the hotel industry in India, as hotels increasingly rely on digital systems for reservations, payments, and guest data management. The sensitive personal and financial information collected from guests makes hotels attractive targets for cybercriminals. Data breaches, ransomware attacks, and phishing scams can lead to significant financial losses, reputational damage, and legal consequences under data protection laws.

Supply Chain Disruptions:

Supply chain disruptions are a significant threat to the hotel industry, as hotels rely heavily on the timely delivery of food, beverages, cleaning supplies, linens, and other essential goods to maintain service standards. Any interruption—whether due to transportation delays, labor shortages, geopolitical tensions, or natural disasters—can lead to increased costs, reduced quality of service, and customer dissatisfaction. The impact is especially severe for luxury and large-scale hotels that operate on tight schedules and high guest expectations. Inconsistent supply chains can also hinder the implementation of sustainability practices and seasonal offerings, affecting overall brand reputation and profitability.

Challenges

Intense Competition:

The Indian food services market is characterized by intense competition with a vast array of players ranging from local eateries to international restaurant chains. Most organized players have also expanded at a rapid pace. This intense competition makes it challenging for existing players to gain significant market share.

Cloud Kitchens:

Cloud kitchens, also referred to as virtual or dark kitchens, are dedicated entirely to fulfilling online food delivery orders and operate without dine-in options. Cloud kitchens can become increasingly significant in the Indian food services sector, as they are favored for their cost- efficiency, particularly in urban areas characterized by high real estate expenses.

Changing Consumer Preferences:

Meeting the evolving needs of consumers, such as shifts in dietary preferences, often necessitates ongoing innovation. For example, customers are becoming more discerning about the nutritional value of their meals which requires restaurants to adapt and keep up with customer preferences.

Higher Inflation:

Increasing costs of food, fuel, freight, utilities and real estate can drive up menu costs and decrease consumer spending and footfalls. Moreover, in an inflationary environment, consumer sentiment is dampened leading to lower demand in the food services industry.

Maintaining Consistent Quality and Food Safety Standards:

Quality and food safety are paramount concerns for consumers in the Indian food services market. Ensuring consistent quality across multiple locations and maintaining stringent food safety and hygiene standards can be a formidable challenge. Adhering to regulations, managing complex supply chains, and implementing robust quality control measures are crucial for food service providers to maintain consumer trust and mitigate potential health risks. The diverse and complex nature of the Indian market, coupled with varying regional preferences and regulatory frameworks, further exacerbates the challenges associated with maintaining consistent quality and food safety standards across different regions and locations.

Company's Outlook for the FY 2025-26

The Company sees promising growth opportunities in the medium to long term, driven by economic advancements and the expanding organized QSR sector in India and Indonesia as we expect increase in consumer spending's from current levels, improvement in macroeconomic and geopolitical environment. Despite the strong competition within the segment, the Company remains confident in its ability to lead through its expertise, strong brand reputation, commitment to quality, and focus on offering healthier products. Continuing to fortify its position, the company is investing in enhancing its brands, bolstering sales infrastructure, advancing technology, and nurturing talent crucial for sustained growth. Emphasizing margin improvement, it remains dedicated to maintaining a robust presence in both the Indian and Indonesian markets.

Risk Management

At Univa Foods Limited, the process of risk identification is guided by the Company's objectives, external environment, and stakeholders, among others. Once the risks are identified, it devises plans outlining mitigation actions for the assigned risks. The objective of its risk management framework is to ensure that various risks are identified, measured, and mitigated and that policies, procedures and standards are established to address these risks and ensure a systematic response in the case of crystallization of such risks.

Types of risks:

FRAUD RISK:

We may face fraud risks such as identity theft, internal fraud, and cyber fraud. These risks pose the threat of financial loss and reputation loss, resulting from intentional deception or misrepresentation by individuals or entities, internally or externally.

Mitigation:

Your Company maintains a zero-tolerance policy towards fraud, actively raising awareness and implementing robust controls to prevent any occurrence.

SUPPLY CHAIN RISK:

Disruptions in the Company's supply chain can adversely affect its operations and profitability, leading to product shortages, increased costs, and potential revenue loss.

Mitigation:

Your Company has implemented a diversified sourcing strategy, maintaining multiple suppliers for key ingredients and materials. It has optimized its distribution network and inventory management systems to ensure efficient and uninterrupted supply.

CONSUMER RETENTION:

Failure to retain and attract customers in the competitive QSR landscape could result in market share erosion and impact the Company's growth and financial performance.

Mitigation:

Your Company continuously innovates its menu offerings, strengthens its value proposition, and enhances guest experiences through technology driven initiatives and superior service quality. Its strong brand equity and customer loyalty programs further fortify its competitive position.

REGULATORY RISK:

Any non-compliance with regulations could result in monetary losses and has the capability to damage the Company's reputation.

Mitigation:

Your Company ensures strict adherence to applicable rules and regulations owing to a strong internal control framework.

OPERATIONAL RISK:

This risk is about the failure of processes and controls in business operations, which can also have an adverse impact on the business continuity, reputation, and profitability of the Company.

Mitigation:

A robust control and assurance mechanism has been implemented to identify and mitigate operational risks.

Performance of the Company

Financial and operational:

The Company provide hospitality, catering and distribution of different types of food products and services which is its core activity. The performance of the Company is as under:

Segment-wise performance or product-wise performance:

During the year under review, since company is being working in a single segment therefore the specific performance does not stand eligible.

Internal control systems and adequacy

The Company boasts an efficient and clearly outlined internal control framework designed to protect its financial data and assets from unauthorized use or disposal. This system addresses evolving business risks, ensures the reliability of financial information and facilitates timely and accurate reporting of operational and financial transactions, all while rigorously adhering to applicable regulatory laws and regulations. The Company meticulously documents its overall governance system, including policies and procedures, under expert supervision. The internal control team is tasked with continuously monitoring these controls, supplemented by an external team to ensure the system's adequacy and effectiveness. The Audit Committee conducts regular reviews of audit reports provided by the internal audit team. Key observations and audit findings are thoroughly discussed and communicated to management, which then implements corrective measures to enhance business processes and internal control mechanisms.

Human Resource (HR) and Industrial relations

The company believes in developing a strong and motivated workforce. Univa Foods is in the process of establishing adequate HR controls and strengthening its internal people management systems. This includes recruitment planning, performance management, policy updates, and employee engagement to ensure alignment with the company's renewed vision and growth strategy.

Details of significant changes in Key Ratios

The financial data is mentioned in the financial statements annexed to the Report herewith.

Cautionary Statement

This management discussion and analysis contains forward-looking statements that reflect the Company's current views with respect to future events and financial performance. The actual results may differ materially from those anticipated in the forward-looking statements as a result of many factors.

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
Univa Foods Limited

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of **Univa Foods Limited** ("the Company") which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss including Other Comprehensive Income, the statement of Cash Flow Statement and the Statement of Changes in Equity for the year then ended on that date, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of utmost significance in our audit of the financial statements for the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No	Key Audit Matters	Auditor's Response
1	Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115	<p>We assessed the Company's process to identify the impact of the existing revenue accounting policy. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <p>(i) Verification of invoices raised for various professional services rendered during the year and extent of such services provided in order to establish recognition criteria.</p> <p>(ii) The Company during the year started the trading business. Verification of bill, dispatch of material, collection of bill w.r.t. material.</p>
2	Valuation of Inventory in view of adoption of AS-2 Inventory	<p>We have assessed the Company's process to identify the impact of adoption of the inventory Accounting standard. Our Audit approach consisted testing of the design and operating effectiveness of the internal control and substantive testing as follows:</p> <p>(i) Obtaining the valuation certificate from the company.</p> <p>(ii) Relying on the quantitative balance as per books of company.</p>

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Ind-AS Financial Statements.

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial

controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Ind-AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind-AS Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind-AS Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
-

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We have considered quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters:**Related to Going Concern**

The Company's net worth is eroded due to losses incurred by the company. We were informed by the Management, that the company's inflow of fund from Trading and professional income shall be sufficient for future survival and running of the company in future.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss including the statement of other Comprehensive income, the Cash Flow Statement and statement of changes in Equity dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards (Ind As) specified under section 133 of the Act, Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - e. On the basis of written representations received from the directors of the Company as on March 31, 2025 taken on record by the Board of Directors of the company none of the directors of the company, is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
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- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**” to this report.
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of Section 197(16) of the Act as amended:
In our opinion and to the best of our information and according to the explanations given to us, the Remuneration paid by the company to its Directors during the year is in accordance with the provisions of Section 197 of the Act.
- h. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has no pending litigations as disclosed to us.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There are no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b)The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c)Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under and (b) above, contain any material misstatement.
 - v. The company during the year has not declared or paid any interim, final dividend due to the loss sustained by the company as explained to us.
 - vi. The company has used such accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software and the audit trail feature

has not been tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For B M Gattani & Co.
Chartered Accountants
Firm Registration No. 113536W**

**Place: Mumbai
Date: 26/05/2025**

**(CA Balmukund N Gattani)
Proprietor
M.No. 47066
UDIN:25047066BMULR3322**

Annexure A

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Univa Foods Limited** (“the Company”), as of 31st March, 2025 in conjunction with our audit of the Ind AS Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining and understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatements of the Ind-AS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and

dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

Inherent Limitations of Internal Financial Control over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projection of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”

**For B M Gattani & Co.
Chartered Accountants
Firm Registration No. 113536W**

**Place: Mumbai
Date: 26/05/2025**

**(CA Balmukund N Gattani)
Proprietor
M. No. 047066
UDIN: 25047066BMULR3322**

Annexure-B to the Independent Auditors' Report on Ind AS Financial Statements for the year ended March 31, 2025 of the Univa Foods Limited.

(Referred to in paragraph 2 under the heading of 'Report on Other Legal and Regulatory Requirements' of our Report of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - a) As the Company does not have any fixed assets, hence reporting under clause 3(i) (a),(b),(c) and (d) of the order is not applicable.
 - b) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii)
 - a) As explained to us, the inventories were physically verified during the year by the management at a reasonable interval and discrepancies found on such verification has been adjusted in the books of account. However for our audit purposes we have obtained the valuation certificate.
 - b) The Company has not been sanctioned any working capital limits, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii) The Company has not made any investment in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, and hence reporting under clause 3(iii)(a), (b), (c), (d), (e) & (f) of the Order is not applicable.

The Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.
- iv) According to the information and explanations given to us, the Company has not made any loans, investments, guarantees, and security under the provisions of section 185 and 186 of the Companies Act, 2013.
- v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi) As explained to us the Central Government has not specified maintenance of cost records under subsection (1) of Section 148 of the Act.
- vii) In respect of statutory dues:
 - a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues to the appropriate authorities. There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income

Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.

The Management of the Company gives clarification w.r.t. non applicability of GST on the Turnover based on the Notification through their explanation to us

- viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under income tax act, 1961 (43 of 1961). However the management has written back some of the liabilities which were duly accounted for.
- ix)
 - a) As per information and explanations provided to us, the Company has not defaulted in any repayment of loans or other borrowings or in payment of interest.
 - b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
 - c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
 - d) As per the record verified by us, there are no short-term loans raised by the Company from any financial institution. Hence reporting under the clause 3(ix) (d) of the order is not applicable.
 - e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
 - f) During the year the Company has not raised any loans on the pledge of securities held in its subsidiaries, joint ventures or associate companies, hence the clause 3 (ix) (f) of the Order is not applicable.
- x)
 - a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
 - b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi)
 - a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
 - b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
 - c) According to the information and explanations given to us, there are no whistle blower complaints during the year.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) (a), (b) and (c) of the Order is not applicable to the Company.

- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable.
- xiv) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- xv) The According to the information and explanations given to us and based on our examination of the records, the Company has not entered into any non-cash transactions with any director or persons connected with him as specified in Section 192 of the Act.
 - a. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
 - b. In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvi) The Company has incurred cash losses during the financial year covered by our audit.
- xvii) There has been no resignation of the statutory auditors of the Company during the year.
- xviii) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due, within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xix) In respect to Corporate Social Responsibility Company: As the company is a loss making company CSR obligation is not applicable to the company.
- xx) The reporting under clause 3(xxi) is not applicable to the Company, as the Company neither have its subsidiary Company nor it is a subsidiary of other Company.

For B M Gattani & Co.
Chartered Accountants
Firm Registration No. 113536W

Place: Mumbai
Date: 26/05/2025

(CA Balmukund N. Gattani)
Proprietor
M. No. 047066
UDIN: 25047066BMULR3322

UNIVA FOODS LIMITED			
CIN :L55101MH1991PLC063265			
Balance Sheet as at 31st March,2025			
(All amounts in Indian rupees, except share data and where otherwise stated)			(Rs. in Lakhs)
Particulars	Note No.	As at 31/03/2025	As at 31/03/2024
ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	1	-	0.15
(b) Financial Assets			
(i) Investments		-	-
(ii) Loans	2	-	-
(2) Current assets			
(a) Financial Assets			
(i) Investments	3	-	-
(ii) Cash and cash equivalents	4	0.47	0.53
(b) Others Current Assets	5	2.22	2.22
Total Assets		2.70	2.90
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	6 (a)	1,432.28	1,432.28
(b) Other Equity	6 (b)	(1,507.87)	(1,487.03)
LIABILITIES			
(1) Non-current liabilities			
(a) Financial Liabilities			
Borrowings	7	71.84	50.96
(b) Other Financial Liabilities	8	-	-
(2) Current liabilities			
Trade Payable			
(A) total outstanding dues of micro enterprises and small enterprises; and			
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.	9	1.55	1.35
Other current liabilities	10	4.89	5.33
Total Equity and Liabilities		2.70	2.90
Significat accounting policies and Notes to accounts 1-41			
As per our report of even date			
For B M Gattani & Co.		For & on behalf of the board of directors of Univa Foods Lim	
Chartered Accountants			
FRN: 113536W			
Sd/-	Sd/-	Sd/-	
Balmukund N Gattani	Deepak Babulal Kharwad	Mallinath Madineni	
(Proprietor)	(Director)	(Managing Director)	
Membership No. 47066	DIN : 08134487	DIN: 01556784	
UDIN: 25047066BMLUILR3322			
Place : Mumbai			
Dated : 26/05/2025			
	Sd/-		
	Gunjan Jain		
	(Company Secretary)		
	Membership No. ACS - A56697		
	Place : Mumbai	Place : Mumbai	
	Dated : 26/05/2025	Dated : 26/05/2025	

UNIVA FOODS LIMITED CIN : L55101MH1991PLC063265 Statement of Profit and Loss for the year ended 31st March,2025				
(Rs. in Lakhs)				
	Particulars	As at 31/03/20 25	As at 31/03/2025	Year ended 31/03/2024
I	Revenue			-
II	Revenue from operations	11	-	2.72
II	Other Income	12	2.00	3.59
III	Total Income (I+II)		2.00	6.31
IV	EXPENSES			-
	Employee benefits expense	13	1.95	10.13
	Depreciation	1	0.03	0.13
	Other expenses	14	20.86	67.13
	Total expenses (IV)		22.84	77.39
V	Profit/(loss) before exceptional items and tax (I- IV)		(20.84)	(71.07)
VI	Exceptional Items	1.1	-	-
VII	Profit/(loss) before tax (V-VI)		(20.84)	(71.07)
VIII	Tax expense:			
	(1) Current tax - Tax for earlier years			-
	(2) Deferred tax		-	-
	Total Tax expense		-	-
IX	Profit (Loss) for the year from continuing operations (VII-VIII)		(20.84)	(71.07)
X	Profit/(loss) from discontinued operations		-	-
XI	Tax expense of discontinued operations		-	-
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)		-	-
XIII	Profit/(loss) for the period (IX+XII)		(20.84)	(71.07)
XIV	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	B (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	Other Comprehensive Income (A+B)		-	-
XV	Total Comprehensive Income for the period, (XIII+XIV) Comprisig profit/(loss) and other comprehensive income		(20.84)	(71.07)
XVI	Earnings per equity share (for continuing operations):	17		
	(1) Basic		(0.15)	(0.50)
	(2) Diluted		(0.15)	(0.50)
XVII	Earnings per equity share (for discontinued operations):			
	(1) Basic		-	-
	(2) Diluted		-	-
XVIII	Earnings per equity share(for continuing and discontinued operations)			
	(1) Basic		(0.1455)	(0.4962)
	(2) Diluted		(0.1455)	(0.4962)
	Significat accounting policies and Notes to accounts	1-41		
<p>As per our report of even date</p> <p>For B M Gattani & Co. Chartered Accountants FRN: 113536W</p> <p>Sd/- Balmukund N Gattani (Proprietor) Membership No. 47066 UDIN: 25047066BMLUILR3322 Place : Mumbai Dated : 26/05/2025</p> <p>For & on behalf of the board of directors of Univa Foods Limited</p> <p>Sd/- Deepak Babulal Kharwad (Director) DIN : 08134487</p> <p>Sd/- Mallinath Madineni (Managing Director) DIN: 01556784</p> <p>Sd/- Gunjan Jain (Company Secretary) Membership No. ACS - A56697</p> <p>Place : Mumbai Dated : 26/05/2025</p> <p>Place : Mumbai Dated : 26/05/2025</p>				

UNIVA FOODS LIMITED
CIN : L55101MH1991PLC063265

5Cash Flow Statement for the year ended 31st March, 2025

(Rs. in Lakhs)

	Particulars	Year ended 31/03/2025	Year ended 31/03/2024
A.	Cash Flow from Operating Activities		
	Net Profit /(Loss) before Tax	(20.84)	(71.07)
	Adjustment for		
	Depn on Property Pant and Equipments	0.03	0.13
	Net gain on sale of investments	-	-
	Interest Income	-	-
	Investments written off	-	-
	Sundry Balances w/off	0.12	48.14
	Sundry balances written back	-	(3.59)
	Interest Paid	-	0.65
	Loans & Advances w/off	-	-
	Loans assigned	-	-
	Operating Profit before Working capital changes	(20.69)	(25.75)
	Adjustments for:		
	Increase/(Decrease) in Trade Payable	0.20	2.18
	(Increase)/Decrease in Loans (Non Current)	-	-
	(Increase)/Decrease in Other current assets	-	0.19
	Increase/(Decrease) in Other Current Liabilities	-	(2.45)
	Increase/(Decrease) in Other Current Liabilities	(0.45)	3.13
	Cash Inflow /(Out Flow) from Operations	(20.94)	(22.70)
	Tax paid /(Refund received) (Net)	-	-
	Net Cash Inflow /(Out Flow) from Operation (A)	(20.94)	(22.70)
B.	Cash Flow from Investing Activities:		
	Purchase of Property Plant and Equipments	-	-
	Sale/(Purchase) of Investments (Net)	-	-
	Interest income	-	-
	Net Cash Inflow/(Outflow) from investing Activities (B)	-	-
C.	Cash Flow from Financing Activities:		
	Increase /(repayment) of Borrowings(Non Current)	20.89	22.96
	Interest Income	-	(0.65)
	Net Cash Inflow /(Out Flow) from Financing Activities (C)	20.89	22.31
	Net Increase/Decrease in cash & Cash equivalents (A+B+C)	(0.05)	(0.40)
	Opening Cash & Cash Equivalents	0.53	0.91
	Closing Cash & Cash Equivalents	0.47	0.53
D.	Reconciliation of Cash & Cash Equivalents:		
	Balance as per Cash Flow Statement	0.47	0.53
	Cash & Cash Equivalents (as per note 4 to Accounts)	0.47	0.53
	Note: 1. Statement of cash flows has been prepared under the indirect method as set out in Ind AS 7 “Statement of Cash Flows” as specified in the Companies (Indian Accounting Standards) Rules, 2015		
	2. The previous year figures have been re-grouped/rearranged and / or reclassified wherver considered necessary.		

As per our report of even date

For B M Gattani & Co.

Chartered Accountants

FRN: 113536W

Sd/-

Balmukund N Gattani

(Proprietor)

Membership No. 47066

UDIN: 25047066BMLUILR3322

Place : Mumbai

Dated : 26/05/2025

**For & on behalf of the board of directors of
Univa Foods Limited**

Sd/-

Deepak Babulal Kharw

(Director)

DIN : 08134487

Sd/-

Mallinath Madineni

(Managing Director)

DIN: 01556784

Sd/-

Gunjan Jain

(Company Secretary)

Membership No. ACS - A56697

Mumbai

Place : Mumbai

Dated : 26/05/2025

UNIVA FOODS LIMITED
CIN : L55101MH1991PLC063265
Statement of Changes in Equity for the year ended 31st March, 2025

A. Equity Share Capital

(Rs. In Lakhs)

Particulars	Year ended 31/03/2025	Year ended 31/03/2024
Balance in the beginning of the reporting period	1,432.28	1,432.28
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	1,432.28	1,432.28
Changes in equity share capital during the year	-	-
Balance at the end of the reporting period	1,432.28	1,432.28

B. Other Equity

(Rs. in Lakhs)

Particulars	Reserves and Surplus				Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings (Surplus/(Loss) as per Profit & Loss Statement)	
As at 01-04-2022	1,000.00	1,770.58	85.02	(4,243.38)	(1,387.78)
Changes in accounting policy or prior period errors					
Restated Balance as at March 31, 2023	1,000.00	1,770.58	85.02	(4,243.38)	(1,387.78)
Total Comprehensive Income for the current year	-			(28.20)	(28.20)
Add/Less : Adjustments relating to earlier taxes					
Balance at the end of the reporting period	1,000.00	1,770.58	85.02	(4,271.58)	(1,415.97)
As at 01-04-2023	1,000.00	1,770.58	85.02	(4,271.58)	(1,415.97)
Changes in accounting policy or prior period errors					
Restated Balance as at March 31, 2024	1,000.00	1,770.58	85.02	(4,271.56)	(1,415.97)
Total Comprehensive Income for the current year	-			(71.07)	(71.07)
Add/Less : Adjustments relating to earlier taxes					
Balance at the end of the reporting period	1,000.00	1,770.58	85.02	(4,342.63)	(1,487.03)
As at 01-04-2024	1,000.00	1,770.58	85.02	(4,342.63)	(1,487.03)
Changes in accounting policy or prior period errors					
Restated Balance as at March 31, 2025	1,000.00	1,770.58	85.02	(4,342.63)	(1,487.03)
Total Comprehensive Income for the current year	-			(20.84)	(20.84)
Add/Less : Adjustments relating to earlier taxes					
Balance at the end of the reporting period	1,000.00	1,770.58	85.02	(4,363.47)	(1,507.87)

Significant accounting policies and Notes to accounts

1-41

As per our report of even date

For B M Gattani & Co.

Chartered Accountants

FRN: 113536W

Sd/-

Balmukund N Gattani

(Proprietor)

Membership No. 47066

UDIN: 25047066BMLUILR3322

Place : Mumbai

Dated : 26/05/2025

For & on behalf of the board of directors of Univa Foods Limited

Sd/-

Deepak Babulal Kharwad

(Director)

DIN : 08134487

Gunjan Jain

(Company Secretary)

Membership No. ACS - A56697

Place : Mumbai

Dated : 26/05/2025

Sd/-

Shaik Haseena

(Managing Director)

DIN: 08141400

Place : Mumbai

Dated : 26/05/2025

UNIVA FOODS LIMITED
CIN :L55101MH1991PLC063265
Notes to financial statements for the year ended 31 March 2025

(All amounts in Indian rupees, except share data and where otherwise stated)

Note No : 1 Property, Plant and Equipment						(Rs. in Lakhs)
Particulars	Servers	Computer	Furniture and fixtures	Interiors	Office Equipment	Total
Gross carrying value :						
As at 01 April 2024	-	0.15	-	-	-	0.15
Additions		-		-	-	-
Deletions			-		-	-
As at 31 March 2025	-	0.15	-	-	-	0.15
Deductions:						
Deductions:	-	-	-			
Accumulated Depreciation :						
As at 01 April 2024	-	-	-	-	-	-
Depreciation Charge for the year	-	0.03	-	-	-	0.03
Deletions		0.12				0.12
As at 31 March 2025	-	0.15	-	-	-	0.15
Net Carrying Value :						
As at 31 March 2025	-	-	-	-	-	-
Previous Year March 2024		0.15	-	-	-	0.15
Previous Year March 2023	-	0	-		-	292

UNIVA FOODS LIMITED
CIN :L55101MH1991PLC063265
Notes forming part of accounts

(Rs. in Lakhs)

Note No.	Particulars	As at 31/03/2025	As at 31/03/2024
2	Non-current Assets		
	(a) Property, plant and equipment	-	-
	(b) Intangible assets	-	0
	Total	-	-
2	Loans		
	Loans receivable considered good - Unsecured		
	(b) Other loans		
	Inter Corporate Deposits	-	-
	Total	0.00	0.00
3	Investments		
	Investments in Mutual Funds - (Growth Funds)		
	Quoted, at Cost		
	(a) Franklin India Ultra Short Bond Fund	0.00	0.00
		0.00	0.00
	Less : Provision for diminution in the value of Investments	0.00	-
	Total	0.00	0.00
	(i) Aggregate amount of quoted investments	0.00	-
	(ii) Aggregate amount of market value of quoted investments	0.00	-
	(ii) Aggregate value of unquoted Investments	-	-
4	Cash & Cash Equivalents		
	(a) Balances with banks		
	Balance with Scheduled Banks	0.47	0.43
	Fixed Deposit (For Guarantees given to Maharashtra Pollution Control Board for Erstwhile Hotel)	-	0.10
		0.47	0.53
	(b) Cash on hand	-	-
	Total	0.47	0.53
5	Others Current Assets		
	(i) Mobilisation Advance	-	-
	(ii) Salary Advance	-	-
	(iii) TDS receivables	2.22	2.22
	(iv) Accrued Interest on Inter Corporate Deposit	-	-
	(v) Advance to Creditors	-	-
	(iv) Prepaid Expenses	-	-
	Total (b)	2.22	2.22
	Total	2.22	2.22
5.2	The mobilisation advance is shown net of provisions/bad debts since considering the prevailing market conditions,the recovery from party is only upto 5%.		

6 (a)	Equity		
	(a) Equity Share Capital		
	(i) Authorised		
	161,10,000 Equity Shares of 10/- each	1,611.00	1,611.00
	(ii) Issued, subscribed and paid up:		
	143,22,800 Equity Shares of Rs. 10/- each fully paid up	1,432.28	1,432.28
	Total	1,432.28	1,432.28
	(b) Terms and conditions		
The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders			
(c) Shareholders holding more than 5% equity shares		Current Year	
Name of Shareholder		No. of equity shares held	% of Holdings
No. of shares held		-	-
% of shareholding		0.00%	0.00%
(d) Reconciliation of number of shares			
No. of shares outstanding at the beginning of the year		1,432.88	1,432.88
Add: No. of shares issued during the year		-	-
Less: Shares bought back during the year		-	-
No. of shares outstanding at the end of the year		1,432.88	1,432.88
(e) Shares held by promoters at the end of the year		-	-
		Current Year	
		Previous Year	
Name of the Promoter/Promoter Group		No. of equity shares held	% of Holdings
Mrs.Darshana Mahendra Thacker		-	-
Mr.Mihir Mahendra Thacker		-	-
Mr.Mahendra Ramanlal Thacker		-	-
Mr.Maunik Mahendra Thacker		-	-
Crystal Hospitality Services (Promoter Group)			
Mrs.Shaik Haseena		-	0.00%
Mr.Suresh Tangella		-	0.00%
6 (b)	Other Equity	31/03/2025	31/03/2024
	Capital Reserve	1,000.00	1,000.00
	Securities Premium	1,770.58	1,770.58
	General Reserve	85.02	85.02
	Retained Earnings (Surplus/(Loss) as per Profit & Loss Statement)	(4,363.47)	(4,342.63)
	Total	(1,507.87)	(1,487.03)
	Capital Reserve		
	Capital Reserve created on account of merger/ amalgamation. The balance will be utilized for issue of fully paid bonus shares and as per provisions of the Companies Act,2013.		
	Securities Premium		
	Balance of Security premium consist of premium on issue of share over its face value. The balance will be utilised for issue of fully paid bonus shares , buy-back of its own share as per provisions of the Companies Act, 2013.		
	General Reserve		
	The Company appropriates a portion to General Reserves out of the profits voluntarily to meet future contingencies. The said reserves is available for payment of dividend to the shareholders as per the provisions of the of the Companies Act, 2013.		

	Retained Earnings (Surplus/(Loss) as per Profit & Loss Statement)		
	Represents excess of surplus after making adjustments if any from/to transfer to other reserves if any		
7	Borrowings		
	Loans from related parties: (Unsecured; from Directors)		
	Deepak Babulal Kharwad	71.84	
	Darshana M. Thacker	-	-
	Mahendra R. Thacker	-	3.00
	Shaik Haseena	-	15.77
	Uday Srinivas	-	10.00
	Total	71.84	28.77
	Loans from related parties: (Unsecured; from Directors)		
	Darshana M. Thacker	-	-
	G A Apparel Private Limited	-	9.70
	G A Capital Management Private Limtied	-	12.49
	Total	-	22.19
	Grand Total	71.84	50.96
	Note :-(a) "The above loans are interest free and does not have any fixed tenure for repayment"		
8	Other Financial Liabilities		
	Other Financial Liabilities		
	Advance Receivable from client	-	-
	Total	-	-
8	Trade Payable		
	(A) total outstanding dues of micro enterprises and small enterprises; and	-	
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises.	1.55	1.35
	Total	1.55	1.35
	Ageing of Trade payables	As at 31/03/2025	As at 31/03/2024
	Less than 1 year	1.55	-
	1-2 years	-	-
	2-3 years	-	-
	More than 3 years	-	-
		1.55	-
9	Other current liabilities	5.33	
	Other payables		
	Professional Fees Payable	2.30	3.55
	Professional Tax Payable		-
	TDS Payable	2.59	1.78
10	Total	4.89	5.33

UNIVA FOODS LIMITED
CIN :L55101MH1991PLC063265
Notes forming part of accounts

(Rs. in Lakhs)

Note No.	Particulars	Year ended 31/03/2025	Year ended 31/03/2024
11	Revenue from Operations		
	Consultancy Service Income	-	2.72
	Total	-	2.72
12	Other Income		
	Interest -on IT Refund	-	-
	on Interest Income		
	Credit balances written back	2.00	3.59
	Total	2.00	3.59
13	Employee benefits expense		
	Salaries and wages	1.95	10.13
1	Depreciation		
	Depreciation	0.03	0.13
	Total	0.03	0.13
14	Other Expenses		
	Payment to Auditor:		
	Advertisement Expenses	0.20	1.20
	Rent	-	3.90
	Audit Fees	-	0.50
	Annual Listing Fees	8.71	8.17
	Bank Charges	0.07	-
	Custody Fees	0.53	-
	E-Voting Charges	0.27	-
	License Fees	0.27	-
	Monitoring Fees	0.08	-
	Rates & Taxes	0.05	-
	Scrutiny Reports	0.15	-
	Fines & Penalty	6.74	-
	Interest Expenses	0.35	-
	Legal & Professional fees	2.53	3.11
	ROC Expenses	0.49	1.00
	Miscellaneous Expenses	-	1.11
	Sundry Balance write off	0.42	48.14
	Total	20.86	67.13
15	Contingent liabilities not provided for in respect of:	As at 31/03/2025	As at 31/03/2024
15.1	Bank Guarantee excluding financial guarantees	10,000.00	10,000.00
	In respect of Bank Guarantees, the cash outflows, if any, could generally occur up the period over which the validity of the guarantees extends. The guarantee period is already over.		

15.2	The Company does not expect any reimbursements in respect of the above contingent liabilities.		
16	Commitments		
	The Company does not have any commitments at the year end		
17	In view of accounting as well as tax losses, no provision for taxation is considered necessary. Therefore reconciliation with accounting profit with tax losses is not applicable		
18	Deferred Tax Assets:		
	In accordance with the accounting policy, the deferred tax assets are generally recognised for all taxable temporary differences, losses and tax credit to the extent that is probable that taxable profits will be available against which those deductible temporary differences, losses and tax credits can be utilised.		
18.1.1	In absence of convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized, the company has not recognized the deferred tax assets in view of continuous losses as the management estimates that the company will not be able to recover these losses in near future, as under:		
18.1.1	On account of deductible temporary differences	-	-
18.1.2	On account of unused tax losses	193.24	193.24
18.1.3	On account of unused tax credits	-	-
18.2	The above deferred tax assets will be recognized if and when there is sufficient convincing evidence available on the estimated profits to recover the same by adjustments to taxable profits in future.		
18.3	Since no deferred tax assets are recognized in accordance with the IND AS 12, no reconciliation is required.		
19	Earnings per Share :		
	(a) Net Profit/(loss) after tax for the year (used as numerator)	(20.84)	(71.07)
	(b) Weighted average No.of equity shares outstanding used as denominator	143.23	143.23
	(c) Basic earning per equity share of face value of Rs. 10 each	(0.15)	(0.50)
	(d) Diluted earning per share of face value of Rs. 10 each	(0.15)	(0.50)
20	Segment Reporting:		
	segment reporting is not applicble as there are no different segment based on the product mix of the compnay		
20.1	Basis of identifying operating segments:		
	Operating segments are identified as those components of the Company:		
	(a) that engage in business activities to earn revenues and incur expenses (including transactions with any of the Company’s other components;		
	(b) whose operating results are regularly reviewed by the Company’s Board of Directors to make decisions about resource allocation and performance assessment and (c) for which discrete financial information is available		
	(c) for which discrete financial information is available		

20.2	Reportable segments:
	An operating segment is classified as reportable segment if reported revenue (including inter-segment revenue) or absolute amount of result or assets exceed 10% or more of the combined total of all the operating segments. Since neither revenue nor results or assets have more than 10% of the combined results, the Company has only one reportable segments based on the nature of its products and service
20.3	The geographical information in respect of revenues from external customers:
	(a) attributed to the company's country of domicile (b) attributed to all foreign countries in total from which the company derives revenues
20.4	There are no revenues from external customers attributed to an individual foreign country which are material. There are no non current assets attributed to any foreign country.
20.5	The Company does not have major customers having revenues from transactions with a single external customer amounting to 10 per cent or more of its total revenues.
21	Balances of borrowings, loans and advances given, current assets and current liabilities are taken as per confirmation by the management.
22	Related party Disclosures
22.1	List of related companies / firms
22.1.1	Companies / Firms controlled by the directors and their relatives
22.1.2	Key Management Personal (A) Mallinath Madineni - Managing Director (wef 28-06-2024) (B) Deepak Babulal Kharwad - Director (wef 28-06-2024) (C) Gayathri Srinivasan Iyer - Independent Director (wef 06-07-2024) (D) Prasoon Mishra - Independent Director (wef 06-07-2024) (E) Gunjan Jain - Company Secretary (wef 26-07-2024)
22.2	Related party transactions:
	Borrowings - Current
	(a) Shri Mahendra R. Thacker
	Opening Balance 3.00 3.00
	Add: Borrowing during the year - -
	Less: Loan Repaid 3.00 -
	Balance at the year end - 3.00
	(b) Smt. Darshana M Thacker
	Opening Balance - -
	Add: Borrowing during the year - -
	Less: Loan Repaid - -
	Balance at the year end - -
	(c) Shaik Haseena
	Opening Balance 15.77 15.00
	Add: Borrowing during the year - 0.77
	Less: Loan Repaid 15.77 -
	Balance at the year end - 15.77
	(d) Uday Srinivas
	Opening Balance 10.00 10.00
	Add: Borrowing during the year - -
	Less: Loan Repaid 10.00 -
	Balance at the year end - 10.00
	(e) Deepak Kharwad
	Opening Balance - -
	Add: Borrowing during the year 72.56 -
	Less: Loan Repaid 0.71 -
	Balance at the year end 71.84 -

22.3	Outstanding balances at the year end are unsecured and settlement occurs in cash. These borrowings are interest free.
22.3	
22.4	The Company has not recorded any impairment of receivables relating to amount owed by related parties for which provision has been made for bad debts.
22.5	This assessment is undertaken each financial year through examining the financial position of the related parties and the market in which the related parties operate.
23	There are no amounts due and outstanding to be credited to Investor Education & Protection Fund as at March 31, 2025
24	The Net worth of the company has substantially be eroded and hence the assessment of going concern has been made by the management . The manangement has future plans adequate arrangements for the funds or carrying out the business activities for which the management is looking for avenues for investment, and based on its judgement and future planning, the accounts are prepared under the concept of going concern.
25	In the opinion of the board, the Current Assets, Loans and Advances have a value on realisation in the ordinary course of business at least equal to the amount at which these are stated in the balance sheet and provisions for all the known liabilities have been made, subject to read with the notes.
26	The Company does not have any proceeding initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made
27	The Company does not have any borrowings from banks or financial institutions on the basis of security of current assets
28	The Compnay has not a declared wilful defaulter by any bank or financial institution or other lender
29	the company has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956
30	The Company does not have any charges or satisfaction yet to be registered with ROC beyond the statutory period
31	The company does not have any subsidiaries. Therefore provisions of clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017
32	The Company shall not have any transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the income tax act, 1961)
33	The Company has not traded or invested in crypto currency or virtual currency during the financial year
34	There are no cases of Whistle Blower reported in the Company during the year.

UNIVA FOODS LIMITED
CIN :L55101MH1991PLC063265
Notes forming part of accounts

(i) Financial Instruments classification by category	
Financial assets	1,234,567
Financial liabilities	567,890
Financial assets and liabilities	666,677

(Rs. in Lakhs)

35	The carrying value and fair value of financial instruments at the end of 31 March 2025	(Refer Note No. to the financial statements)	At cost	At amortised Cost	At fair value through Profit or Loss	At fair value through Other Comprehensive Income (OCI)	Total Carrying Value 31 March 2025	Total Fair Value
	(1) ASSETS							
	Non-current financial assets							
	(i) Investments	1	-	-	-	-	-	-
	(ii) Loans	2	-	-	-	-	-	-
								-
	Current financial assets							-
	(i) Investments	3	-				-	-
	(ii) Cash and cash equivalents	4	0.47				0.47	0.47
	Total financial Assets		0.47	-	-	-	0.47	0.47
	(2) LIABILITIES							
	Non-current financial liabilities							
	(i) Borrowings	7	71.84	-	-	-	71.84	71.84
	(b) Other Financial Liabilities	8	-				-	-
	Total financial liabilities		71.84	-	-	-	71.84	71.84

	(In Laos)
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35	The carrying value and fair value of financial instruments at the end of 31 March 2024	(Refer Note No. to the financial statements)	At cost	At amortised Cost	At fair value through Profit or Loss	At fair value through Other Comprehensive Income (OCI)	Total Carrying Value 31 March 2024	Total Fair Value
	(1) ASSETS							
	Non-current financial assets							
	(i) Investments	1	-	-	-	-	-	-
	(ii) Loans	2	-	-	-	-	-	-
	Current financial assets							
	(i) Investments	3	-				-	-
	(ii) Cash and cash equivalents	4	0.53				0.53	0.53
	Total financial Assets		0.53	-	-	-	0.53	0.53
	(2) LIABILITIES							
	Non-current financial liabilities							
	(i) Borrowings	7	50.96	-	-	-	51	50.96
	(b) Other Financial Liabilities	8	-				-	-
	Total financial liabilities		50.96	-	-	-	51	50.96

(a) The carrying amounts of Non - Current investments are considered as Fair Value in absence of availability of fair value .

	(b) The carrying amounts of Current investments and cash and cash equivalents and other current assets are considered to be the same as their fair values, due to their short-term nature.
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	(c')For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

UNIVA FOODS LIMITED					
CIN :L55101MH1991PLC063265					
Notes forming part of accounts					
35	Financial Instruments (Contd....:)				
35(ii)	Fair Value Measurement				
(i)	Fair Value hierarchy				
	Level 1 - Quoted Prices (Unadjusted) in active markets for identical assets or liabilities				
	Level 2 - Inputs other than quoted prices included within Level 1 that are aobservable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from price)				
	Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)				
(ii)	The following table presents fair value hierarchy of assets and liabilities measured at fair value :				
	As at 31 March 2025 (in Lacs)				
	Particulars	Fair value	Fair Value measurement using		
			Level 1	Level 2	Level 3
	Non Current Investments				
	Fair value at carrying cost (Equity instruments designated upon initial ^{recognition})	-	-	-	-
	Current Investments				
	Fair value at carrying cost	-	-	-	-
	As at 31 March 2024 (in Lacs)				
	Particulars	Fair value	Fair value/measurement using		
			Level 1	Level 2	Level 3
	Non Current Investments				
	Fair value at carrying cost (Equity instruments designated upon initial recognition)	-	-	-	-
	Current Investments				
	Fair value at carrying cost	-	-	-	-

UNIVA FOODS LIMITED
CIN :L55101MH1991PLC063265
Notes forming part of accounts

		(Rs. in Lakhs)	
35(iii)	Financial risk management	As at 31/03/2025	As at 31/03/2024
	The Company has exposure to the following risks arising from financial instruments: - credit risk; - liquidity risk; and - market risk	0	0
	Risk management framework		
	The Company's Audit Committee oversees compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.		
	(a) Credit risk		
	Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities.		
	The carrying amount of financial assets represents the maximum credit exposure. The Company monitor credit risk very closely. The Management impact analysis shows credit risk and impact assessment as low.		
	Current Assets		
	The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate. Since there are no revenue generated from operations, there are no major risks.		
	The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables		
	The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer/party. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate. In view of no operations from its core activities, there are no risks envisaged by the company		
	The gross carrying amount of trade receivables		
	During the period, the Company has made no write-offs of trade receivables, as it does not have any trade receivables. The Company management also pursue all legal option for recovery of dues wherever necessary based on its internal assessment when such a need arise.		
	A default on a financial asset is when counterparty fails to make payments within 60 days when they fall due.		
	Reconciliation of loss allowance provision – Loan and advances	As at 31/03/2025	As at 31/03/2024
	Balance in the beginning	-	14.41
	Provisions made during the year	-	14.41
	Balance at the year end	-	-
	(b) Liquidity risk		
	Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation		

UNIVA FOODS LIMITED	
CIN :L55101MH1991PLC063265	
Notes forming part of accounts	
	Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding to meet obligations
	Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected future cash flows. This is generally carried out and monitored through caproate office of the Company in accordance with practice and limits set by the Company. These limits vary to take into account requirement, future cash flow and the liquidity in which the entity operates. In addition, the Company's liquidity management strategy involves projecting cash flows considering the level of liquid assets necessary to meet these, monitoring
	(i) Financing arrangements
	The company did not have any financial arrangements during the year from the banks or any other
	(ii) Maturities of financial liabilities
	The company does not have any contractual maturities of financial liabilities at the reporting date.
	(c) Market risk
	Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.
	(d) Currency risk
	Since the Company does not have any exposure related to forein exchange transactions, there is no
	(e) Sensitivity analysis
	Since there is no currency risk exposure, no sentivity analysis can be presented.
	(f) Interest rate risk
	The Company's does not have any interest borrowings. Therefore there is no intrest risk from its borrowings. In respect of loans and advances, the rate of interest is fixed in accordance with the provision
	(g) Exposure to interest rate risk
	There is no interest rate risk envisaged by the management as the company does not have such exposure.

	(h) Cash flow sensitivity analysis for variable-rate instruments		
	In view of no interest risk for any exposure, the sensitivity analysis is not presented.		
	(i) Fair value sensitivity analysis for fixed-rate instruments		
	The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or		
36	The financial assets consisting of non current and current investments, non current loans and advances which constitute less than 50% of its total assets, though the income is 100% from the financial assets. Since both the conditions are not fulfilled by the company for registration as a deemed NBFC, provisions as a loan company are not attracted.		
37	Value of imports calculated on C.I.F basis by the company during the financial year	-	-
38	Expenditure in foreign currency during the financial year	NIL	-
39	Management is expecting that company will recover the carrying amount of assets and liabilities and the values stated in the financial statements will not be affected in near future / long term period and therefore the financials have been prepared under Going concern assumption.		
40	There are no event having impact on the accounts up to the date of signing these accounts from the end of the financial year.		
41	The previous year figures have been re-grouped/rearranged and / or reclassified wherever considered necessary.		

UNIVA FOODS LIMITED
CIN :L55101MH1991PLC063265
Followings Ratios are to be disclosed

			31.03.2025		31.03.2024	
1	Current Ratio	<u>Current Assets</u>	2.70	0.42	<u>2.75</u>	0.41
		<u>Current Liabilities</u>	6.44		6.69	
2	Debt Equity Ratio	<u>Debt</u>	71.84	-0.95	<u>50.96</u>	0.93
		<u>Equity</u>	(75.59)		54.75	
3	Debt Service Coverage Ratio	<u>Net Operating Income</u>	-20.84	-0.29	<u>(71.07)</u>	-1.39
		<u>Total Debt Service</u>	71.84		50.96	
4	Return on Equity	<u>NPAT</u>	(20.84)	0.28	<u>(71.07)</u>	1.30
		<u>Equity</u>	(75.59)		-54.75	
5	Inventory Turnover Ratio	<u>Cost of Goods sold</u>	NIL	NIL	<u>NIL</u>	NIL
		<u>Average Inventory</u>				
6	Trade Receivable T/O Ratio	<u>Net Credit Sales</u>	0	0.00	<u>2.72</u>	NIL
		<u>Avg Accounts Receivable</u>	0		0	
7	Trade Payable T/O Ratio	<u>Net Credit Purchases</u>	0	0.00	<u>0</u>	NIL
		<u>Average Trade Payables</u>	1.45493		2.05936	
8	Net Capital T/o Ratio	<u>Net Sales</u>	0	0.00	<u>2.7222</u>	(0.69)
		<u>Wcap</u>	(3.74)		-3.94	
9	Net Profit Ratio	<u>Net Profit</u>	-20.84	-20.84	<u>(71.07)</u>	(26.11)
		<u>Net Sales</u>	1		2.72	
10	Return on Capital Employed	<u>EBIT</u>	-20.84	-0.45	<u>(71.07)</u>	(1.52)
		<u>Capital Employed</u>	46.76		46.76	
11	Return on Investment		NIL	NIL	<u>NIL</u>	NIL