



**OVOBEL  
FOODS LIMITED**

CIN : L85110KA1993PTC013875

# 46, Old No. 32/1, Ground Floor, 3rd Cross, Aga Abbas Ali Road, Ulsoor, Bengaluru - 560 042, INDIA

Tel : 91-80-25594145 / 25594146 Fax : 91-80-25594147

E-mail : info@ovobelfoods.com URL : <http://www.ovobelfoods.com>



To

**Bombay Stock Exchange Limited**

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai- 400 001,

Maharashtra, India.

Dear Sir/Madam,

Ref: Scrip Code: 530741

**Sub: Intimation regarding Board Meeting pursuant to Regulation 29 of the SEBI  
(Listing Obligations and Disclosure Requirements), 2015**

With reference to the above mentioned subject, this is to bring to your kind notice that, the 05<sup>th</sup> Board Meeting of the Company will be held on Tuesday, 29<sup>th</sup> November, 2016 at 03:00 P.M. at 238/B, AJC Bose Road, Kolkata -700 020, India, inter-alia, for Appointment of Ritu Singh as the Company Secretary and Compliance officer of the Company, taking note of Auditors' Certificate on Corporate Governance for the year ended 31<sup>st</sup> March, 2016, appointment of Scrutinizer for the purpose of facilitating E-Voting, taking note of CFO Certification for the year ended 31<sup>st</sup> March, 2016, approval of draft Notice for convening of 24<sup>th</sup> Annual General Meeting for the F.Y. 2015-16 and fixing book closure date for Annual General Meeting.

Request your good-self to kindly take note of the same and acknowledge.

Yours Faithfully

For **Ovobel Foods Limited**

**Sudhir Kulkarni**

Chief Financial Officer

**Date:** 19.11.2016

**Place:** Bangalore



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**NOTICE**

**Date:** 19<sup>th</sup> November, 2016

To,  
The Board of Directors  
**Ovobel Foods Limited**  
Bangalore.

Dear Sirs,

Kindly take notice that the 05<sup>th</sup> Meeting of the Board of Directors of the Company for the Financial Year 2016-17 will be convened on Tuesday, 29<sup>th</sup> November, 2016, at 03:00 P.M. at 238/B, AJC Bose Road, Kolkata – 700 020, India to consider the following items of business:

1. Election of Chairman.
2. Notice of Meeting.
3. Quorum of the Meeting and leave of absence.
4. Confirmation of the minutes of the Previous Meeting.
5. Appointment of Ms.Ritu Singh as the Company Secretary and Compliance Officer of the Company.
6. Taking note of Auditors' Certificate on corporate governance for the year ended 31st March 2016.
7. Appointment of Scrutinizer for the purpose of facilitating E-Voting.
8. Taking note of CFO Certification for the year ended 31<sup>st</sup> March 2016.
9. Approval of draft Notice of Annual General Meeting for the financial year 2015-16.
10. Fixing book closure date for Annual General Meeting.
11. Authorization to sign & submit the E-Forms to the Registrar of Companies.
12. Any other matter with the permission of Chairman.

Kindly make it convenient to attend the meeting.

Yours sincerely,

**Shanti Swarup Aggarwal**  
Managing Director  
**DIN: 00322011**

**Copy of the notice to:**

Satish Narayana Swamy

Director

Anisha Agarwal

Director

Philip Jan Clement Maria Jozef Van Bosstraeten

Director

Swapan Kumar Majumder

Director

Narendra Haldawar

Director

Ms.Ritu Singh

Invitee

**Encl:**

Notes to Agenda Items

*A. A. Agarwal*

**Notes to Agenda of Board meeting dated 29.11.2016:**

<b>Agenda No. 1:</b>	<b>Election of Chairman.</b>
	<p>The Board members present in the Board Meeting are required to appoint any person as chairman of the meeting. Any one of the director present in the board meeting can be appointed as Chairman for this Board Meeting.</p> <p>The Board shall also take note of and grant leave of absence to any of the Directors, if any.</p>
<b>Agenda No. 2:</b>	<b>Notice of the Meeting.</b>
	<p>Notice of Board Meeting will be circulated amongst the Board Members and with the consent of Chairman can be taken as read in the meeting.</p>
<b>Agenda No. 3:</b>	<b>Quorum for the Meeting and leave of absence.</b>
	<p>The quorum for a meeting of the Board of Directors of a company shall be one third of its total strength or two directors, whichever is higher. No business shall be transacted at any Board meeting unless there is a valid quorum both at the time when the meeting is called to order and throughout the meeting.</p>
<b>Agenda No. 4:</b>	<b>Confirmation of the minutes of the Previous Meeting.</b>
	<p>Minutes of Previous meeting dated 14.11.2016 shall be placed before the Board for their consideration. The Board is requested to confirm and take note of the same.</p>
<b>Agenda No. 5:</b>	<b>Appointment of Ms. Ritu Singh as the Company Secretary and Compliance Officer of the Company.</b>
	<p>As per the provisions of Section 203 of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Clause 47 (a) of the Listing Agreement, every listed company shall have to appoint a Company Secretary as a whole time Key Managerial Personnel in the Company.</p> <p>After a thorough interview process, Ms. Ritu Singh (a member of the Institute of Company Secretaries of India holding Membership No. A24934) is being proposed to be appointed as Company Secretary of the Company. The board is required to discuss and approve her appointment with effect from the date of board meeting.</p>
<b>Agenda No.6:</b>	<b>Taking note of Auditors' Certificate on corporate governance for the year ended 31st March 2016</b>
	<p>Auditors Certificate on Corporate Governance for the year ended 31<sup>st</sup> March, 2016 would be placed before the Board for consideration</p>

*J. A. Aggarwal*



<b>Agenda No.7:</b>	<b>Appointment of Scrutinizer for the purpose of facilitating E-Voting</b> The matter relating to Appointment of Scrutinizer shall be placed before the Board for their discussion. Mr. RafeeullaShariff, Practicing Company Secretary having membership number A28890 and Certificate of Practice No. 11103 is being recommended for appointment as Scrutinizer for the purpose of facilitating E-Voting for the Annual General Meeting of the Company for the financial year 2015-16. It is being updated that Mr. RafeeullaShariff was acting as Scrutiniser for the previous Annual General Meeting of the Company. The Board is requested to discuss and take required action on this.
<b>Agenda No.8:</b>	<b>Taking note of CFO Certification for the year ended 31st March 2016.</b> The Board to consider CFO Certification for the year ended 31 <sup>st</sup> March 2016.
<b>Agenda No.9:</b>	<b>Approval of draft Notice of Annual General Meeting for the financial year 2015-16.</b> The draft Notice of Annual General Meeting has been enclosed to this notes. The board is required to approve the same and do the needful.
<b>Agenda No.10:</b>	<b>Fixing book closure date for Annual General Meeting.</b> The Board to consider the above matter and fix a closure date.
<b>Agenda No.11:</b>	<b>Authorization to sign &amp; submit the E-Forms to the Registrar of Companies.</b> In order to comply with the provisions of the Companies Act, 2013 and rules made thereunder, there is need for the Board to authorize any one of the Directors of the Company to file the required e-Forms with the Ministry of Corporate Affairs/Registrar of Companies. The matter shall be placed before the Board for their discussion.
<b>Agenda No.12:</b>	<b>Any other matter with the permission of Chairman.</b> Under this, the Board may take up any other item to be discussed, other than those mentioned above.

*A. I. Aggarwal*