

NOTICE**Date:** 4th August 2018

To,
The Board of Directors
Ovobel Foods Limited
Bangalore.

Dear Sir/Madam,

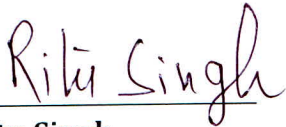
Kindly take notice that the 03rd Meeting of Board of Directors of the Company for the Financial Year 2018-19 will be convened on Tuesday, 14th August 2018 at 03:00 P.M at 238/B, AJC Bose Road, Kolkata – 700 020, India to consider the following items of business:

1. Election of Chairman.
2. Notice of the Meeting.
3. Quorum of the Meeting and leave of absence.
4. Confirmation of the minutes of Previous Meeting.
5. Taking note of Auditor's Certificate on corporate governance for the year ended 31st March 2018.
6. Appointment of Scrutinizer for the purpose of facilitating E-Voting.
7. Taking note of CFO Certification for the year ended 31st March 2018.
8. Fixing book closure date for Annual General Meeting.
9. Approval for re-appointment of Mr. Satish Narayana Swamy as Independent Director for the Board.
10. Approval for re-appointment of Mr. Swapan Kumar Majumder as Independent Director for the Board.
11. Approval for re-appointment of Mr. Shanti Swarup Aggarwal as Managing Director for the Company.
12. Taking note of remuneration paid to Managing Director of the Company during the financial year 2017-18.
13. Approval for managerial remuneration to Mr. Shanti Swarup Aggarwal, Managing Director of the Company.
14. Approval of draft Notice of Twenty-Sixth Annual General Meeting for the financial year 2017-18.
15. Authorization to sign & submit the E-Forms to the Registrar of Companies.
16. Approval of un-audited financial results for the 1st quarter ended 30.06.2018 along with Limited review report given by the Auditor.
17. Any other matter with the permission of Chairman.

Kindly make it convenient to attend the meeting.

Your sincerely,

For Ovobel Foods Limited



Ritu Singh

Company Secretary & Compliance Officer

M.No. A24934

Copy of the notice sent to:

Shanti Swarup Aggarwal
Anisha Agarwal
Narendra Haldwar
Philip Jan Clement Maria Jozef Van Bosstraeten
Satish Narayana Swamy
Swapan Kumar Majumder

Managing Director
Director
Director
Director
Director
Director

Note:

1. The Directors have the facility to attend the Board Meeting through Video-Conferencing. Kindly confirm if you intend to attend the meeting via electronic mode.
2. Kindly provide your e-mail address and contact details with the confirmation.

Notes to Agenda for the Board Meeting to be held on 14.08.2018:

Agenda No. 1: Election of Chairman.

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.

Agenda No. 2: Notice of the Meeting.

Notice of the Board Meeting will be circulated amongst the Board Members and with the consent of Chairman can be taken as read in the meeting.

Agenda No. 3: Quorum of the Meeting and Leave of absence.

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.

The Board shall also take note of and grant leave of absence to any of the Directors, if any.

Agenda No. 4: Confirmation of the minutes of the Previous Meeting.

Minutes of Previous meeting shall be placed before the Board for their consideration. The Board is requested to confirm and take note of the same.

Agenda No. 5: Taking note of Auditors' Certificate on corporate governance for the year ended 31st March 2018.

Auditors Certificate on Corporate Governance for the year ended 31st March 2018 would be placed before the Board for consideration

Agenda No. 6: Appointment of Scrutinizer for the purpose of facilitating E-Voting.

The matter relating to Appointment of Scrutinizer shall be placed before the Board for their discussion. Mr. Rafeeulla Shariff, Practicing Company Secretary having membership number F-9367 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 2017-18. It is being updated that Mr. Rafeeulla Shariff, Practicing Company Secretary was acting as Scrutinizer for the previous Annual General Meeting of the Company.

The Board is requested to discuss and take required action on this.

Agenda No. 7: Taking note of CFO Certification for the year ended 31st March 2018.

In terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the certification by the Managing Director and Chief Financial Officer on the financial statements and internal control relating to financial reporting has been obtained for the financial year 2017-8 and the Board will take a note of the same at the upcoming Board meeting.

Agenda No. 8: Fixing book closure date for Annual General Meeting.

Pursuant to provisions the Companies Act, 2013 and rules made thereunder along with the applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board to consider the above matter and fix a closure date for the Annual General Meeting of the Company.

Agenda No. 9: Approval for re-appointment of Mr. Satish Narayana Swamy as Independent Director for Board.

Pursuant to Section 149(10) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, no independent directors shall hold the office not more than five consecutive years, subject to re-appointment by the members at the general meeting by passing special resolution.

In view of the above provisions, Mr. Satish Narayana Swamy, (DIN: 05264105) has appointed as the independent director for the Board, his tenure will be completing on 31.03.2019 and the Board shall consider and if deemed to fit, shall approve the re-appointment of Mr. Satish Narayana Swamy for the Board of Directors as an Independent Director and the same will be recommended to the members at the upcoming annual general meeting of the Company.

Agenda No. 10: Approval for re-appointment of Mr. Swapan Kumar Majumder as Independent Director for Board.

Pursuant to Section 149(10) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, no independent directors shall hold the office not more than five consecutive years, subject to re-appointment by the members at the general meeting by passing special resolution.

In view of the above provisions, Mr. Swapan Kumar Majumder, (DIN: 03178122) has appointed as the independent director for the Board, his tenure will be completing on 31.03.2019 and the Board shall consider and if deemed to fit, shall approve the re-appointment of Mr. Swapan Kumar Majumder for the Board of Directors as an Independent Director and the same will be recommended to the members at the upcoming annual general meeting of the Company.

Agenda No. 11: Approval for re-appointment of Mr. Shanti Swarup Aggarwal as Managing Director for the Company.

Pursuant to Section 196(2) and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder, no managing directors shall be appointed not more than five years at a time, subject to re-appointment by the members at the general meeting of the Company.

It is proposed to re-appoint Mr. Shanti Swarup Aggarwal as the Managing Director for the Company and the Board shall consider, if deemed to fit, shall approve the re-appointment of Mr. Shanti Swarup Aggarwal for the Board of Directors as the Managing Director for next five years and the same will be recommended to the members at the upcoming annual general meeting of the Company.

Agenda No. 12: Taking note of remuneration paid to Managing Director of the Company during the financial year 2017-18.

Pursuant Section 197, 198, Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder, the Board is requested to take note on remuneration paid to Mr. Shanti Swarup Aggarwal, Managing Director of the Company during the financial year 2017-18 and the computation relating to managerial remuneration will be placed before the Board for their consideration.

Agenda No. 13: Approval for managerial remuneration to Mr. Shanti Swarup Aggarwal, Managing Director of the Company.

The Board is requested to discuss the matter relating to approval of payment of managerial remuneration to Mr. Shanti Swarup Aggarwal, Managing Director of the Company for the financial year 2018-19, pursuant to provisions of section 197, 198, Schedule V and any other applicable provisions, if any of the Companies Act, 2013 and the relevant rules made thereunder, subject to approval of the members at the upcoming Annual General Meeting of the Company.

Agenda No. 14: Approval of draft Notice of Twenty-Sixth Annual General Meeting for the financial year 2017-18.

It is updated to the Board that Annual General Meeting for the Financial Year 2017-18 is required to be conducted before 30th September, 2018. As per law, 21 days clear notice has to be provided to all the members/shareholders, directors, auditors, invitees etc., draft notice of Annual General Meeting will be provided to the Board in the Board meeting.

The Board is requested to discuss and pass required resolutions.

Agenda No. 15: Authorization to sign & submit the E-Forms to the Registrar of Companies.

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.

Agenda No. 16: Approval of un-audited financial results for the 1st quarter ended 30.06.2018 along with Limited review report given by the Auditor.

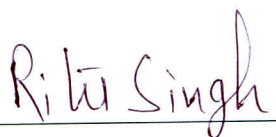
Pursuant to the provisions of Regulation 33 and any other applicable provisions, if any, of the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 and Companies Act, 2013, the Board shall approve the unaudited financial results of the Company for the First Quarter ended 30.06.2018 and taking note of Limited review report given by the Auditor.

Agenda No. 17: Any other matter with the permission of Chairman.

The Board shall discuss the matter which is not specified in the above agenda items in the Board meeting with the consent of the Chairman of the Meeting and the meeting shall end with a vote of thanks to the Chair.

Your sincerely,

For Ovobel Foods Limited



Ritu Singh

Company Secretary & Compliance Officer

M.No. A24934

Place: Bangalore

Date: 4th August 2018