



CIN : L85110KA1993PLC013875

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

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30th June 2021

To
The BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400001

Fax No.: 022- 22723 12 1 | 22722037
Through BSE Listing Centre

Dear Sir /Madam,

Sub: Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: BSE Scrip Code: 530741

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended March 31, 2021 issued by Suman Bajoria & Associates, Practicing Company Secretaries.

This is for your kind information and record.

For Ovobel Foods Limited

Prakriti Sarvouy
Company Secretary
ACS: 21962

Suman Bajoria & Associates
Company Secretaries

Date: 30.06.2021

UDIN: A020904C000559849

SECRETARIAL COMPLIANCE REPORT OF OVOBEL FOODS LIMITED FOR THE YEAR ENDED 31ST MARCH 2021

I, Suman Bajoria, Proprietor, Suman Bajoria & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by **OVOBEL FOODS LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2021 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations (as amended from time to time), to the extent applicable, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars/ guidelines issued there under;

and based on the above examination, and considering the relaxations granted by Ministry of Corporate Affairs and Securities and Exchange Board of India due to COVID-19 pandemic, I hereby report that, during the Review Period:

Flat No 602, Mahaveer Chalet, Basavanapura Main Road
Bhattarhalli, Old Madras Road, Bengaluru-560049
Mobile: 9148089904
Email: cssumanbajoria@gmail.com

Suman Bajoria & Associates
Company Secretaries

- a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ Circulars/Guidelines including specific clause)	Deviations	Observations/ Reworks of the Practicing Company Secretary
1	Submission of Corporate Governance Report under Regulation 27 (2) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015	There was delay in filing the report by 2 days. The report was required to be filed on 15 th July, 2020, but the same was filed on 17 th July, 2020. BSE has issued notice to the company for delay filing.	The Company has filed condonation of delay with BSE
2	Submission of Closure of trading window as per Securities And Exchange Board Of India (Prohibition of Insider Trading) Regulations, 2015	The Company was required to file closure of trading window on 1 st January, 2021, but the same was filed on 22 nd January, 2021	The Company has filed the same on 22 nd January, 2021 with delay.
3	Submission of Investor Grievance Report under Regulation 13 of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015	The Company was required to file investor Grievance Report on 21 st January, 2021, but the same was filed on 22 nd January, 2021	The Company was required to file investor Grievance Report on 21 st January, 2021, but the same was filed on 22 nd January, 2021

- b. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

- c. The following are the details of actions taken against the listed entity/ its promoters/ directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

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Sr. No.	Action Taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment etc	Observations/ Remarks of the Practicing Company Secretary
1	BSE	Late submission of Corporate Governance Report under Regulation 27(2) of SEBI (LODR) Regulations, 2015 for the Quarter ended June 2020.	BSE had issued letter dated 17 th August 2020 for delay in submission of Corporate Governance Report	The Company had filed condonation of delay with BSE on 18 th August, 2020

d. The listed entity has taken the following actions to comply with the observations made in the previous reports.

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the Listed entity
Nil	Nil	Nil	Nil	Nil

e. Any other matter as may be required:

Listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group to be in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board. I observed that, one of the promoters (M/s. Ovobel NV) shares are not in dematerialized form as prescribed in the provisions of Regulation 31 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

For Suman Bajoria & Associates



Suman Bajoria
Suman Bajoria
Company Secretary
M.No: 20904
C.P.No: 17602
Place: Bengaluru

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