



OVOBEL FOODS LIMITED

CIN : L85110KA1993PLC013875

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,

Sub: Submission of 27th Annual General Meeting Notice pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

Ref: Scrip Code: 530741

With reference to the above-mentioned subject, pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 and any other applicable Statutory Provisions, if any, this is to bring to your kind notice that, the 27th Annual General Meeting of the Company will be held on Monday, 23rd September, 2019 At 10:30 AM at Vasudev Adigas Fast Food, 02nd Floor Party Hall, No.21/24, Next to Metro Trinity Station, M.G. Road, Bengaluru -560 001, Karnataka, India.

Further, we request your good-self to kindly take note of the same and acknowledge.

Yours Faithfully

For Ovobel Foods Limited,

Ritu Singh
Compliance officer and Company Secretary,
Membership No. A24934

Date: 29th August 2019

Place: Bangalore

Enclosure:

1. Notice of 27th Annual General Meeting along with Attendance slip & Proxy Form.



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NOTICE FOR 27TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY SEVENTH(27TH) ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON MONDAY 23RD SEPTEMBER 2019 AT 10:30 A.M, AT VASUDEV ADIGAS FAST FOOD, 02ND FLOOR PARTY HALL, NO. 21/24, NEXT TO METRO TRINITY STATION, M.G. ROAD, BENGALURU - 560 001, KARNATAKA, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

Agenda Item No. 1:

ADOPTION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an *Ordinary Resolution*:

“RESOLVED THAT the audited Balance Sheet as at 31st March 2019 and Profit and Loss Account for the period ended along with schedules and notes attached thereto, Report of Auditors and Report of Board of Directors for the same period be and is hereby approved, adopted and taken on record”.

“RESOLVED FURTHER THAT any one of the directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required for the above resolution.”

Agenda Item No. 2:

TO RE-APPOINT PHILIP VAN BOSSTRAETEN, DIRECTOR OF THE COMPANY WHO RETIRES BY ROTATION:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant the provisions of Section 152 of the Companies Act, 2013 and Rules made thereunder **Philip Van Bosstraeten** (DIN: 02600487), who retires by rotation,

and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation.

“RESOLVED FURTHER THAT any of the Director/Company Secretary/Chief Financial Officer of the Company, be and are hereby authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution.”

SPECIAL BUSINESS.

Agenda Item No. 3:

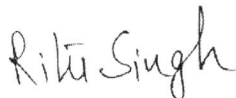
RE-APPOINTMENT OF MR. NARENDRA DATTATRI HALDAWAR AS AN INDEPENDENT DIRECTOR:

To re-appoint Mr. Narendra Dattatri Haldawar as an Independent Director and in this regard, pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Narendra Dattatri Haldawar (DIN: 01633735), who was appointed as an Independent Director and who holds office of Independent Director up to 30th December, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 31st December, 2019 on the Board of the Company.”

“RESOLVED FURTHER THAT any of the Directors/Company Secretary/Chief Financial Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and other things as may be considered necessary, incidental or proper for carrying out the above resolution including issuing of appointment letter to the Independent Director.”

For Ovobel Foods Limited



Ritu Singh

Company Secretary & Compliance Officer

Membership No. A24934

Date: 14th August 2019

Place: Bangalore

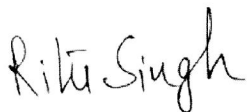
Notes:

1. A member entitled to attend, and vote is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company.
2. Proxies in order to be effective should be deposited at the registered office of the company not less than forty-eight hours (48 Hrs) before the time scheduled for commencement of the meeting.
3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
4. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The business set out in the Notice will be transacted through E-voting system through CDSL. Complete details of the instructions for E-voting are annexed to this Notice. In accordance with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, the Company has provided the facility for voting through physical ballot or shareholder who do not have access to internet. Facility for voting through Poll will also be provided to the shareholders at the Meeting who have not cast their Ballot either through Ballot Paper or e-Voting.
8. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to our Registrar to Transfer Agents, M/s

Maheshwari Datamatics Private Limited at No. 23, R.N Mukherjee Road, 5th Floor, Kolkata - 700001.

9. Shareholders are requested to lodge the Share Transfer Deeds duly executed and intimate change of addresses if any, to its Registrars M/s Maheshwari Datamatics Private Limited at No. 23, R.N Mukherjee Road, 5th Floor, Kolkata – 700 001.
10. To Ratify M/s. Nara Hari & Raghavendra, Chartered Accountants, (Firm Registration Number: 014509S) as Statutory Auditors of the Company who were previously appointed for a term of 5 years at the 24th Annual General Meeting (till FY 2020-21).
11. The Board has appointed Mr. Rafeulla Shariff, Practicing Company Secretary as Scrutinizer for the POLL and e-voting for the ensuing Annual General Meeting dated 23rd September 2019.
12. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members, as on 16.09.2019 (cut-off date). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or ballot voting at the AGM. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purpose only.
13. The Register of Members and Share Transfer Books of the Company shall remain closed from 17.09.2019 to 23.09.2019 (both days inclusive).

For Ovobel Foods Limited



Ritu Singh

Company Secretary & Compliance Officer

Membership No. A24934

Date: 14th August 2019

Place: Bangalore

ANNEXURE TO THE NOTICE
Explanatory Statement
[Pursuant to Section 102(2) of the Companies Act, 2013]

Agenda Item No. 3:

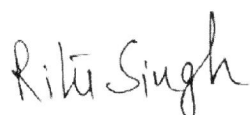
RE-APPOINTMENT OF MR. NARENDRA DATTATRI HALDAWAR AS AN INDEPENDENT DIRECTOR:

Mr. Narendra Dattatri Haldawar is appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Regulations of the SEBI (LODR) Regulations, 2015. He holds office as Independent Directors of the Company till 30th December 2019. The Nomination and Remuneration Committee has recommended reappointment of Mr. Narendra Dattatri Haldawar as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by him during his tenure, the continued association of Mr. Narendra Dattatri Haldawar would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Mr. Narendra Dattatri Haldawar as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company. Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms. Mr. Narendra Dattatri Haldawar is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given his consent to act as an Independent Director. The Company has also received declaration from Mr. Narendra Dattatri Haldawar that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mr. Narendra Dattatri Haldawar fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations. Mr. Narendra Dattatri Haldawar are independent of the management.

Details of Director whose re-appointment as Independent Directors is proposed at Item No. 3, are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Mr. Narendra Dattatri Haldawar are interested in the resolutions set out respectively at Item No. 3 of the Notice with regard to their respective re-appointments.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Special Resolutions set out at Item No. 3 of the Notice for approval by the members.

For Ovobel Foods Limited



Ritu Singh

Company Secretary & Compliance Officer

Membership No. A24934

Date: 14th August 2019

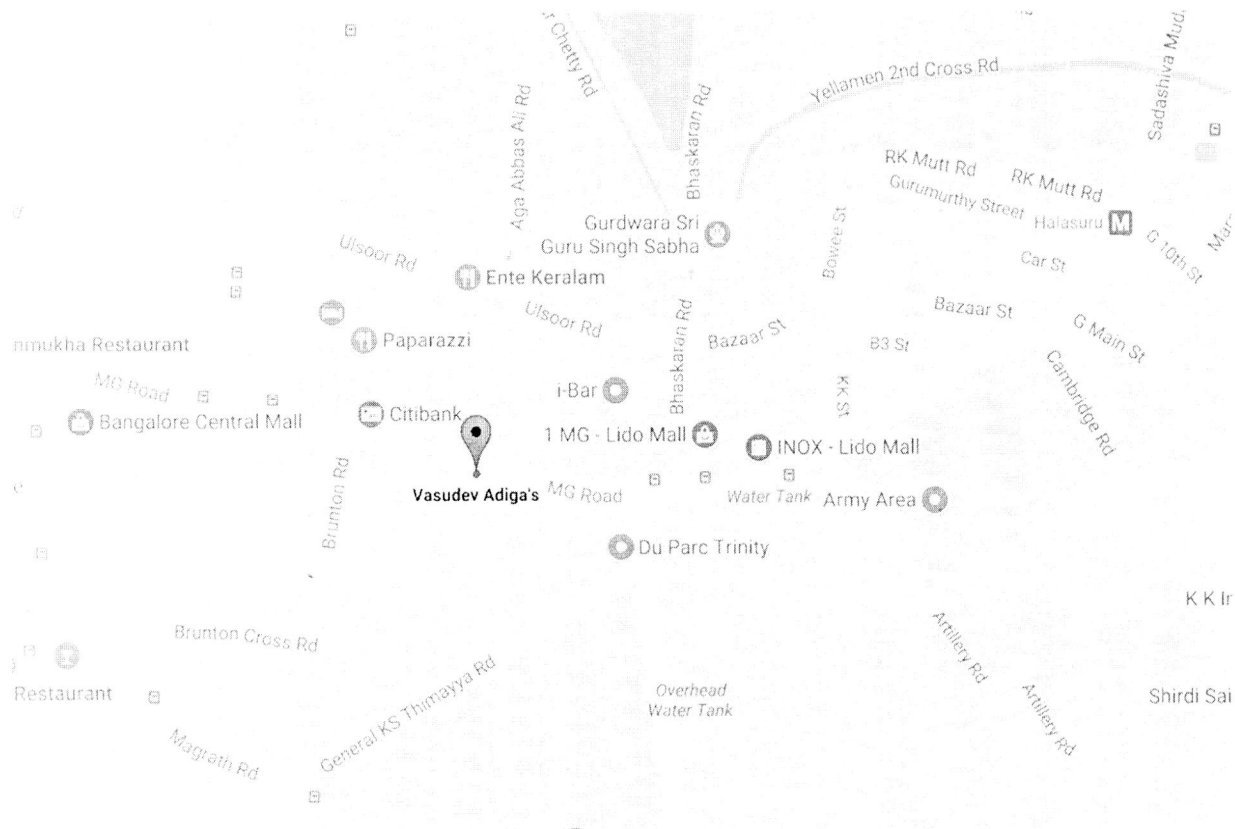
Place: Bangalore

ANNEXURE TO THE NOTICE DATED 14TH AUGUST 2019 – ITEM NO. 3.

Details of directors seeking re-appointment at the forthcoming Annual General Meeting
[pursuant to regulation 36(3) of SEBI (LODR) Regulations, 2015 & Secretarial Standard-2]

Particulars	Mr. Narendra Dattatri Haldawar
Date of Birth	11/05/1979
Age	40 Years
Experience	15 Years (approx.)
Date of first appointment	31/12/2014
Expertise in specific functional areas	Expertise as an Accountant
Qualifications	B. Com, Bachelor of Law.
Names of other listed entities in which the person also holds the directorship.	Nil
Names of other entities in which the person also holds membership/Chairmanship of Committees of the board	Nil
Shareholding in the Company as on 31st March, 2019	Nil
Remuneration drawn during the FY 2018-19	Nil
Number of meetings of the Board attended during the financial year 2018-19	1
Relationship with other Directors, Manager and other Key Managerial Personnel of the company,	NA

Route Map for Twenty Seventh Annual General Meeting of the Company Ovobel Foods Limited scheduled to be held on Monday 23rd September 2019 at 10:30 AM at Vasudev Adigas Fast Food, 02nd Floor Party Hall, No.21/24, Next to Metro Trinity Station, M.G. Road, Bengaluru - 560 001, Karnataka, India.



The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 20.09.2019 at 09:00 A.M to 22.09.2019 at 05:00 P.M. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iii) Click on Shareholders.
- iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form 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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant <Ovobel Foods Limited> on which you choose to vote.
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) 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.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the same password, then Enter the User ID and the image verification code and click on Forgot Password & entering the details as prompted by the system.
- xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.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.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Form No. MGT-11

Affix
Revenue
Stamp

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L85110KA1993PLC013875
Name of the company:	Ovobel Foods Limited
Registered office:	Ground Floor, No.46 Old No.32/1, 3rd Cross, Aga Abbas Ali Road, Ulsoor, Bangalore -560042, Karnataka, India
Name of the member(s): Registered address: Email Id: Folio No./Client Id: DP ID:	

I/We being the member(s) of.....shares of the above named Company hereby appoint:

Name:
Address:
E-mail Id:
Signature:
or failing him/her

Name:
Address:
E-mail Id:
Signature:
or failing him/her

Name:
Address:
E-mail Id:
Signature:
or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Twenty Seventh** Annual General Meeting of the Company, to be held on Monday 23rd September, 2019 At 10:30 AM at Vasudev Adigas Fast Food, 02nd Floor Party Hall, No.21/24, Next to Metro

Trinity Station, M.G. Road, Bengaluru -560 001, Karnataka, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
ORDINARY BUSINESS	
1	To receive, consider and adopt the Books of Accounts, Balance Sheet as on 31st March 2019, the Statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors and Auditors report thereon.
2	To re-appoint Philip Van Bosstraeten, Director of the Company, who retires by rotation and being eligible, offers herself for reappointment.
SPECIAL BUSINESS	
3	To consider and approval for Re-appointment of Mr. Narendra Dattatri Haldawar as Independent Director of the company

Signed this.....day..... 2019

Signature of shareholder.....

Signature of Proxy holder(s).....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the Hall)

I hereby record my presence at the **Twenty Seventh (27th)** Annual General Meeting Scheduled to be held on Monday 23rd September 2019 at 10:30 AM at Vasudev Adigas Fast Food, 2nd Floor Party Hall, No. 21/24, Next to Metro Trinity Station, M.G. Road, Bengaluru – 560 001, Karnataka, India.

Registered Folio No. / DP ID-Client ID	
Full Name of the Shareholder in Block Letters	
No. of Shares held	
Name of Proxy (if any) in Block Letters	

Signature of the Shareholder/Proxy/Representative

*Strike out whichever is not applicable

Note:

Please fill up the attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.