



**OVOBEL
FOODS LIMITED**

CIN : L85110KA1993PLC013875

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

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

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



NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of the Company will be held on Tuesday, 30th December 2014, at 11:00 A.M, at the registered office of the Company at Ground Floor, New No.46, Old No.32/1, 3rd Cross, Agha Abbas Ali Road, Ulsoor Road, Bangalore - 560 042, Karnataka, India to transact the following business:

Ordinary Business:

- 1 To receive, consider and adopt the Books of Accounts, Balance Sheet as on 31st March 2014, 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 appoint Ms. Anisha Agarwal, Director who retires by rotation and being eligible, offers herself for reappointment.
- 3 To appoint the Auditors under section 139(1) of the Companies Act, 2013 who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the Twenty Seventh Annual General Meeting for the Financial Year 2018-19, subject to the approval of members of the company at every Annual General Meeting of the company, and fix their remuneration.

SPECIAL BUSINESS:

4 REGULARISATION OF MR. SATISH NARAYANA SWAMY AS DIRECTOR:

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

"RESOLVED THAT Satish Narayana Swamy, who was appointed as an Additional Director of the Company on 19th September 2013 and who holds office until the date of this Annual General Meeting, pursuant to Section 260 of the Companies Act, 1956(Section 161(1) of the Companies Act, 2013), be and is hereby re-appointed as a Director of the Company whose period of office will be liable to retire by rotation."

"RESOLVED FURTHER THAT any one of the directors of the Company be and is hereby authorized to file required forms with the Registrar of Companies / Ministry of Corporate Affairs and to do all the acts, deeds and things which are necessary for the above resolution."



5 REGULARISATION OF MR. PHILIP JAN CLEMENT JOZEF VANBOSSTRAETEN AS DIRECTOR:

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

"RESOLVED THAT Mr. Philip Jan Clement Jozef VanBosstraeten, who was appointed as an Additional Director of the Company on 07th November 2014 and who holds office until the date of this Annual General Meeting, pursuant to Section 161(1) of the Companies Act, 2013, be and is hereby re-appointed as a Director of the Company whose period of office will be liable to retire by rotation."

"RESOLVED FURTHER THAT any one of the directors of the Company be and is hereby authorized to file required forms with the Registrar of Companies / Ministry of Corporate Affairs and to do all the acts, deeds and things which are necessary for the above resolution."

6 AMENDMENT/ MODIFICATION OF ARTICLES OF ASSOCIATION OF THE COMPANY AND ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION:

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

"RESOLVED THAT subject to the provision of Section 14 and section 5 of the Companies Act, 2013 and other applicable statutes / provisions, if any and the rules made thereunder, consent be and is hereby accorded for amendment of Articles of Association of the company for including following article in articles of the company.

"The Company, may, subject to the provision of sec.68 of Companies Act 2013 and other applicable provisions, if any, opt to buy back its equity shares from the members from time to time on such terms and conditions as may be agreed to between the members and the company."

"RESOLVED FURTHER THAT subject to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and rules made thereunder, Articles of Association of the Company be and is hereby altered by replacing all the existing regulations with the new regulations."



"**RESOLVED FURTHER THAT** any one of the directors of the Company be and is hereby authorized to file required forms with the Registrar of Companies / Ministry of Corporate Affairs and to do all the acts, deeds and things which are necessary for the above resolution."

7 AMENDMENT OF MEMORANDUM OF ASSOCIATION OF THE COMPANY FOR ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION:

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

"**RESOLVED THAT** subject to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and rules made thereunder, Memorandum of Association of the Company be and is hereby altered by replacing all the existing regulations with the new regulations."

"**RESOLVED FURTHER THAT** any one of the directors of the Company be and is hereby authorized to file required forms with the Registrar of Companies / Ministry of Corporate Affairs and to do all the acts, deeds and things which are necessary for the above resolution."

For, OVOBEL FOODS LIMITED



Shanti Swarup Aggarwal
Managing Director
DIN: 00322011



Place: Bangalore

Date: 06th December 2014

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. 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.
2. The Register of Members and Transfer Books of the Company will be closed from 27th December, 2014 to 29th December, 2014 (Both Days inclusive).
3. The Register of Directors' shareholding, maintained under Section 307 of the Companies Act 1956 (Section 170(1) of the Companies Act, 1956), is available for inspection by the members at the Annual General Meeting.
4. The Register of Contracts, maintained under Section 301 of the Companies Act, 1956 (Section 189 of the Companies Act, 2013), is available for inspection by the members at the Registered Office of the company.
5. Shareholders are requested to lodge the Share Transfer Deeds duly executed and intimate change of addresses if any, to its Registrars M\ S Integrated Enterprises India Limited at No 12, Ramanuja Plaza, Ground Floor, 5th Cross, Malleswaram, Bangalore - 560 003, Karnataka, India.

**By Order of the Board of Directors
For, OVOBEL FOODS LIMITED**

A. A. Aggarwal

Shanti Swarup Aggarwal
Managing Director
DIN: 00322011



Place: Bangalore
Date: 06th December 2014

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (SECTION 173(2) OF THE COMPANIES ACT, 1956)

SPECIAL BUSINESS


4. REGULARISATION OF SATISH NARAYANA SWAMY AS DIRECTOR

Mr. Satish Narayana Swamy was appointed as an Additional Director by the Board of Director w.e.f. 19th September 2013 in accordance with the provisions of Section 260 of the Companies Act, 1956 (Section 161(1) of the Companies Act, 2013).

Pursuant to Section 260 of the Companies Act, 1956 (Section 161(1) of the Companies Act, 2013) the above director holds office up to the date of the ensuing Annual General Meeting. The Board feels that presence of Mr. Satish Narayana Swamy on the Board is needed and would be beneficial to the company and hence recommend resolution for his regularization as a director on the Board.

None of the Directors, Managers, and other key managerial personnel, and their relatives are concerned or interested in this resolution except to Mr. Satish Narayana Swamy who is being regularized as an director.

**By Order of the Board of Directors
For OVOBEL FOODS LIMITED**


Shanti Swarup Aggarwal
Managing Director
DIN: 00322011



Place: Bangalore
Date: 06th December 2014

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (SECTION 173(2) OF THE COMPANIES ACT, 1956)

SPECIAL BUSINESS

5. REGULARISATION OF PHILIP JAN CLEMENT JOZEF VANBOSSTRAETEN AS DIRECTOR

Mr. Philip Jan Clement Jozef VanBosstraeten was appointed as an Additional Director by the Board of Director w.e.f. 07th November 2014 in accordance with the provisions of Section 161(1) of the Companies Act, 2013.

Pursuant to Section 161(1) of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. The Board feels that presence of Mr. Philip Jan Clement Jozef VanBosstraeten on the Board is needed and would be beneficial to the company and hence recommend resolution for his regularization as a director on the Board.

None of the Directors, Managers, and other key managerial personnel, and their relatives are concerned or interested in this resolution except to Mr. Philip Jan Clement Jozef VanBosstraeten who is being regularized as an director

**By Order of the Board of Directors
For OVOBEL FOODS LIMITED**



Shanti Swarup Aggarwal
Managing Director
DIN: 00322011



Place: Bangalore
Date: 06th December 2014

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (SECTION 173(2) OF THE COMPANIES ACT, 1956)

SPECIAL BUSINESS

6. AMENDMENT/ MODIFICATION OF ARTICLES OF ASSOCIATION OF THE COMPANY AND ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION:

The Shareholders are aware that the present set of Articles of Association were adopted at the time of incorporation of the Company in the year 1993 which does not permit buy back of its equity shares from its members.

However, pursuant to the directions of Honorable BIFR vide its proceedings dated 31.07.2014 to resolve the issue of buy back of equity shares subscribed by Ministry of Food Processing Industries and KSIIDC, the proposed amendment is essential and a statutory requirement.

Further since as per the provisions of the Companies Act, 2013, format of Articles of Association of the companies has also been changed, it is proposed to adopt new set of Articles of Association for the Companies.

Hence the aforesaid resolution has been placed before the shareholders for their approval and adoption, which the directors recommend is in the best interest of the company.

None of the Directors, Managers and other key managerial personnel, and their relatives are concerned or interested in this resolution.

**By Order of the Board of Directors
For OVOBEL FOODS LIMITED**


Shanti Swarup Aggarwal
Managing Director
DIN: 00322011



Place: Bangalore
Date: 06th December 2014

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (SECTION 173(2) OF THE COMPANIES ACT, 1956)

SPECIAL BUSINESS

7. AMENDMENT OF MEMORANDUM OF ASSOCIATION OF THE COMPANY FOR ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION:

The Shareholders are aware that the present set of Memorandum of Association was adopted at the time of incorporation of the Company in the year 1993.

Since as per the provisions of the Companies Act, 2013, format of Memorandum of Association of the companies has been changed, it is proposed to adopt new set of Memorandum of Association for the Companies.

Hence the aforesaid resolution has been placed before the shareholders for their approval and adoption, which the directors recommend is in the best interest of the company.

None of the Directors, Managers and other key managerial personnel, and their relatives is concerned or interested in this resolution.

**By Order of the Board of Directors
For OVOBEL FOODS LIMITED**

A. A. Aggarwal

Shanti Swarup Aggarwal
Managing Director
DIN: 00322011



Place: Bangalore

Date: 06th December 2014



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DIRECTORS' REPORT

To the Members

OVOBEL FOODS LIMITED,

Your Directors have the pleasure in presenting the Twenty Second Annual Report of the business and operations of the company together with the audited accounts for the year ended 31st March 2014.

REVIEW OF OPERATIONS:

The company's income for the year under review has increased substantially in comparison to previous year. The following are details of the same.

(Amount in Thousands)

Particulars	2013-14	2012-13
Total revenue	1,124,390	875,497
Total Expenses including depreciation and finance cost	1,163,344	878,375
Profit / (Loss) After Tax	(38,954)	(2,878)

In view of the present financial health of the company and the binding provisions of SICA, your Directors' do not recommend any dividend for the year under review.

The Earning per share for the year under review is -3.71 (previous year Rs.-0.27).

Your Directors are hopeful of the company showing improved performances during current financial year and in the coming days in view of several long term measures taken by the management as well as rehabilitation measures as envisaged in the Draft Rehabilitation Scheme prepared by the operating agency appointed by Honorable BIFR

MANAGEMENT DISCUSSION AND ANALYSIS

a. Industry structure and developments:

The company operates in the domain of egg powder and frozen egg manufacture and exports.

At present there are only few other companies that are active in this domain in India. Your Company has identified the new markets and increased its customer base and product range.

Your company has built a reputation over the years amongst its customer for quality products.



b. Opportunities

Due to several corrective measures taken by the management, company's products are in high demand both in domestic and international markets. This unique advantage is likely to result in bringing in more and more opportunities of added commercial advantage during the days ahead.

c. Threats

While international competition could pose a threat to company's future operations, your Directors' are confident of effectively countering the same by utilizing its past experience and skills.

d. Segment wise or product wise performance:

The company was operating in one predominant segment i.e. manufacture of standard egg powder and frozen egg. At present the company is involved in making specialized products in this segment.

e. Out look:

Despite the severe working capital shortage, your directors have prioritized in improving its quality measures and have been successful in keeping its clients happy on the product quality front.

The management looks to the future with optimism.

f. Risks and concerns:

- Due to the constant rise in raw material prices in the country in the recent past the cost of production is on an increasing trend.
- Rising man power costs is also a major concern the industry is facing.
- Severe shortage of working capital funds is again a concern for the industry.

The company is successful in retaining its clients and convincing them to get better realization by catering with high quality products.

f. Internal control systems and their adequacy.

The company has got adequate internal control systems in place for the current level of operations of the company and your management would continue to strengthen this.

g. Discussion on financial performance with respect to operational performance.

Though the company's profitability is under tremendous pressure in the current financial year, it has not made any cash loss.

h. Material developments in Human Resources/ Industrial Relations front, including number of people employed

The company has experienced, loyal professionals working in production, sales and administration. The company has got very good industrial relations and the employees and the management has very cordial relationship between them.

