

OVOBEL FOODS LIMITED
CIN: L85110KA1993PLC013875
Ground Floor, No.46 Old No.32/1, 3rd Cross, Aga Abbas Ali Road, Ulsoor,
Bangalore, Karnataka-560042, India
Email: accounts@ovobelfoods.com | Telephone No: +91-80-2559 4145

NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of the Company will be held on Friday, the 25th September 2015, at 10:00 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:

1. To receive, consider and adopt the Books of Accounts, Balance Sheet as on 31st March 2015, 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 Mr. Philip Jan Clement Maria Jozef Van Bosstraeten, Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Guru and Jana, Chartered Accountants (FRN: 006826S) as Statutory Auditors of the Company who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, and fix their remuneration.

SPECIAL BUSINESS:

4. **TO APPOINT NARENDRA HALDAWAR AS INDEPENDENT DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of Companies Act, 2013, Mr. Narendra Haldawar who was appointed as Additional Director in the category of Independent Director by the Board of Directors of the Company with effect from 31st December, 2014, be and is hereby appointed as Independent Director of the Company who shall hold office in terms of the provisions of Section 149 (10) of Companies Act, 2013 and whose term of office shall not 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."

For, Ovobel Foods Limited

Sutheja K.J
Company Secretary
Membership No.: 39340

Place: Bangalore
Date: 29th August, 2015

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 Clause 35B of Listing Agreement, 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 Integrated Enterprises India Limited at their Registered Office situated at No 12, Ramanuja Plaza, Ground Floor, 5th Cross, Malleswaram, Bangalore - 560 003, Karnataka, India.
9. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
10. 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.

For Ovobel Foods Limited

Sutheja K.J

Company Secretary

Membership No.:39340

Place: Bangalore

Date: 29th August, 2015

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES
ACT, 2013**

SPECIAL BUSINESS

Item No.: 04

**TO APPOINT NARENDRA HALDAWAR AS INDEPENDENT DIRECTOR OF THE
COMPANY:**

Mr. Narendra Haldawar was appointed as an Additional Director by the Board of Director w.e.f. 31st December, 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. Narendra Haldawar on the Board is needed and would be beneficial to the company and hence it is recommended to appoint him as Independent Director of the Company.

None of the Directors, Managers, and other key managerial personnel, and their relatives are concerned or interested in this resolution except Mr. Narendra Haldawar who is proposed to be appointed as Independent director of the Company.

For Ovobel Foods Limited

Sutheja K.J
Company Secretary
Membership No.: 39340

Place: Bangalore
Date: 29th August, 2015

Form No. MGT-11**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

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

3.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting/ ~~Extraordinary general meeting~~ of the company, to be held on Friday, the 25th September, 2015 At 10:00 A.M. / ~~p.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 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
1.	To receive, consider and adopt the Books of Accounts, Balance Sheet as on 31st March 2015, 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 Mr. Philip Jan Clement Maria Jozef Van Bosstraeten, Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
3.	To re-appoint the Guru and Jana, Chartered Accountants (FRN 006826S) Auditors under section 139(1) of the Companies Act, 2013 who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, and fix their remuneration.
4.	Special Business: To appoint Narendra Haldawar as independent director of the company

Signature of shareholder

Date:

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.

OVOBEL FOODS LIMITED

CIN: L85110KA1993PLC013875

Ground Floor, No.46 Old No.32/1, 3rd Cross, Aga Abbas Ali Road, Ulsoor,

Bangalore, Karnataka-560042, India

Email: accounts@ovobelfoods.com | Telephone No: +91-80-2559 4145

ATTENDANCE SLIP

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

I, hereby record my presence at the Annual General Meeting Scheduled to be held on Friday, the 25th September 2015, at 10:00 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.

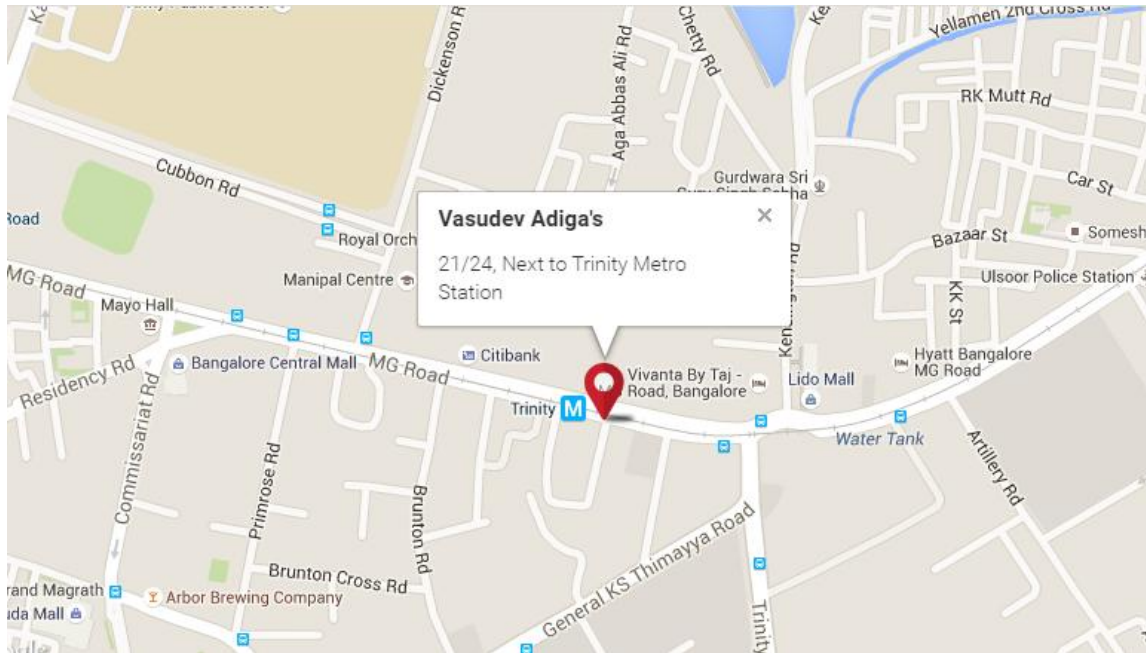
Regd Folio No	
Full Name of the Shareholder in Block Letters	
No. of Shares held	
Name of Proxy (if any) in Block Letters	

Signature of the Shareholder/Proxy/Representative*

*Strike out whichever is not applicable

Route Map

Land Mark: Trinity Metro Station



The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 19th September, 2015 (09:00 a.m.) and ends on 24th September, 2015 (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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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	Enter the Dividend Bank Details as recorded in your demat account or in

Bank Details	<p>the company records for the said demat account or folio.</p> <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.