

OVOBEL FOODS
LIMITED

ANNUAL REPORT FOR
THE FINANCIAL YEAR
2015-16

CORPORATE INFORMATION

Board of Directors and Key Managerial Personnel of the Company:

| | |
|----------------------------------------------------|---------------------------------------------|
| Mr. Shanti Swarup Aggarwal | <i>Managing Director</i> |
| Mr. Narendra Haldawar | <i>Director</i> |
| Ms. Anisha Agarwal | <i>Director</i> |
| Mr. Philip Jan Clement Maria Jozef Van Bosstraeten | <i>Director</i> |
| Mr. Swapan Kumar Majumder | <i>Director</i> |
| Mr. Satish Narayana Swamy | <i>Director</i> |
| Mr. Sudhir Kulkarni | Chief Financial Officer |
| Ms. Ritu Singh | Compliance Officer cum Company Secretary |

Auditors for financial year 2015-16:

M/s Guru & Jana

Chartered Accountants,

No 41, Patalamma Temple Street, Near South End Circle,
Basavanagudi, Bangalore – 560 004, Karnataka, India.

Registrar Share Transfer Agent:

Maheshwari Datamatics Pvt. Ltd.

23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001
West Bengal, India.

Contact: 033-22482248, 2243-5809

Fax: 033-22484787

Email: mdpldc@yahoo.com

Registered Office:

Ground Floor, No.46 Old No.32/1, 3rd Cross, Aga Abbas Ali Road,
Ulsoor, Bangalore – 560 042, Karnataka, India.

Email: info@ovobelfoods.com

Website: www.ovobelfoods.com

Telephone No: +91-80-2559 4145

CIN: L85110KA1993PLC013875

Plant Location:

Plot # 30, K I A D B. Industrial Area
Malur – 563 160, Kolar, Karnataka, India.

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

NOTICE

Notice is hereby given that the **Twenty Fourth** Annual General Meeting of the Company will be held on Thursday, 29th December 2016, 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:

1. To receive, consider and adopt the Books of Accounts, Balance Sheet as on 31st March 2016, 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 Ms Anisha Agarwal Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Nara Hari & Raghavendra, Chartered Accountants, (Firm Registration Number: 014509S) as Statutory Auditors of the Company who shall hold office for a term of 5 years from the conclusion of this Annual General Meeting till the conclusion of the 29th Annual General Meeting (2020-21) and fix their remuneration.

For, Ovobel Foods Limited

Ritu Singh

Company Secretary

Membership No. A24934

Place: Bangalore

Date: 29th November, 2016

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 Maheshwari Datamatics Private Limited at 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001, West Bengal, India.
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 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001, West Bengal, India.

10. The Statutory Auditors of the Company, M/S Guru & Jana, Chartered Accountants completed their tenure as per provisions of section 139(1) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. The board has recommended to appoint M/s. Nara Hari & Raghavendra as Statutory Auditors of the Company (Firm Registration Number 014509S).
11. The Board has appointed Mr. Rafeeulla Shariff, Practicing Company Secretary has Scrutiniser for the POLL and e-voting for the ensuing Annual General Meeting dated 29.12.2016.
12. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on 22nd December, 2016 (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 21.12.2016 to 29.12.2016 (both days inclusive).

For Ovobel Foods Limited

Ritu Singh

Company Secretary

Membership No. A24934

Place: Bangalore

Date: 29th November, 2016

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:

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 Fourth** Annual General Meeting/ ~~Extraordinary general meeting~~ of the Company, to be held on Thursday, the 29th December, 2016 At 10:30 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 31 st March 2016, 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 Ms Anisha Agarwal Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment. |
| 3. | To appoint Nara Hari & Raghavendra, Chartered Accountants, (Firm Registration Number: 014509S) as Statutory Auditors of the Company who shall hold office for a term of 5 years from the conclusion of this Annual General Meeting till the conclusion of the 29 th Annual General Meeting (2020-21) and fix their remuneration. |

Signed this.....day..... 2016

Signature of shareholder

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

Affix
Revenue
Stamp

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,
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Email: info@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 **Twenty Fourth(24th)** Annual General Meeting Scheduled to be held on Thursday, the 29th December, 2016, at 10:30 A.M, 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.

| | |
|-----------------------------------------------|--|
| Regd 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 | |

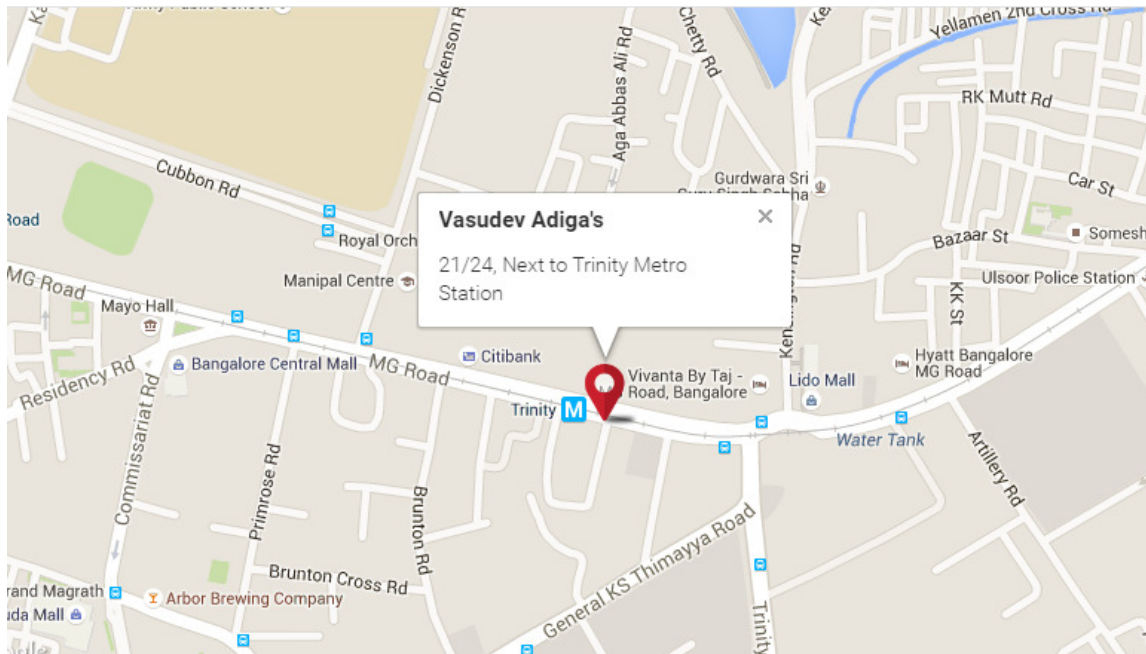
Signature of the Shareholder/Proxy/Representative

*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.

Route Map for Twenty Fourth Annual General Meeting of the Company Ovobel Foods Limited scheduled to be held on Thursday, 29th December 2016, 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



The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25.12.2016 (Sunday) at 09:00 A.M. to 28.12.2016 (Wednesday) 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