

**OVOBEL FOODS
LIMITED**

**ANNUAL REPORT FOR
THE FINANCIAL YEAR
2016-17**

CORPORATE INFORMATION

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL OF THE COMPANY:

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

AUDITORS FOR FINANCIAL YEAR 2016-17:

Nara Hari & Raghavendra

Chartered Accountants,
No. 271, GJ Homes, 3rd Floor, 5th Cross, 8th Main, Pramod Layout,
Near Nice Road, Bangalore - 560039, Karnataka, India.

Contact details: 8095304250, 9538068831.

Email: naraharica@gmail.com | raghava.ca1984@gmail.com

REGISTRAR SHARE TRANSFER AGENT:

Maheshwari Datamatics Pvt. Ltd.

No. 23, R.N Mukherjee Road, 5th Floor, Kolkata - 700 001
West Bengal, India.

Contact: 033-22482248, 2243-5029

Fax: 033-22484787

Email: mdpldc@yahoo.com

REGISTERED OFFICE OF THE COMPANY:

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/ 91-80-2559 4146

Fax: +91-80-2559 4147

CIN: L85110KA1993PLC01387

PLANT LOCATION:

Plot # 30, KIADB. Industrial Area
Malur – 563 160, Kolar, Karnataka, India.
Contact Details: +91 (80) 2559 4145
Email: operations@ovobelfoods.com

AUDIT COMMITTEE:

Mr. Satish Narayana Swamy : Chairman
Mr. Swapan Kumar Majumder : Member
Mr. Narendra Haldawar : Member

STAKEHOLDERS RELATIONSHIP COMMITTEE:

Mr. Satish Narayana Swamy : Chairman
Mr. Swapan Kumar Majumder : Member
Mr. Narendra Haldawar : Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

Mr. Satish Narayana Swamy : Chairman
Mr. Swapan Kumar Majumder : Member
Mr. Narendra Haldawar : Member
Mr. Shanti Swarup Aggarwal : Member

NOMINATION AND REMUNERATION COMMITTEE:

Mr. Narendra Haldawar : Chairman
Mr. Satish Narayana Swamy : Member
Mr. Swapan Kumar Majumder : Member

COMPANY SECRETARY & COMPLIANCE OFFICER:

Ritu Singh

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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

Website: www.ovobelfoods.com

NOTICE FOR 25TH ANNUAL GENERAL MEETING

Notice is hereby given that the **Twenty Fifth** Annual General Meeting of the Company will be held on Monday 18th September 2017 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 audited Financial Statements for the financial year ended 31st March 2017 along with Board's report and auditor's report:

To receive, consider and adopt the audited Books of Accounts, Balance Sheet as at on 31st March 2017 and the Statement of Profit & Loss as per provisions of Companies Act, 2013 for the year ended on said date, together with the reports of the Board of Directors and Auditors report thereon.

Therefore, shareholders are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited Balance Sheet as at 31st March 2017 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 / Company Secretary / CFO 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:

Re-appointment of Mr. Philip Jan Clement Maria Jozef Van Bosstraeten, Director of the Company, who retires by rotation:

To appoint a Director in place of Mr. Philip Jan Clement Maria Jozef Van Bosstraeten (DIN: 02600487), who retires by rotation and being eligible, seeks re-appointment.

Last year Ms. Anisha Agarwal was subjected to retirement by rotation and was reappointed by shareholders. To the extent that Mr. Philip Jan Clement Maria Jozef Van Bosstraeten is required to retire by rotation, he would need to be reappointed as a Director of the Company.

Therefore, shareholders are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant the provisions of Section 152 of the Companies Act, 2013 and Rules made thereunder Mr. Philip Jan Clement Maria Jozef Van Bosstraeten, 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."

Agenda Item No. 3:

Ratification of Appointment of M/s. Nara Hari & Raghavendra, Chartered Accountants, as statutory auditor of the Company for the financial year 2017-18:

To ratify the appointment of the Statutory Auditors under section 139(1) of the Companies Act 2013, who were previously appointed for a period of 5 years till the financial year ended 31st March 2021. The Auditors have confirmed their eligibility for the same, in terms of the provisions of Section 141 of the Act, and Rules made thereunder.

Therefore, shareholders are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof, for the time being in force) and applicable provisions of SEBI (LORD) Regulations, 2015, members hereby ratify the appointment of M/s. Nara Hari & Raghavendra, Chartered Accountants, (Firm Registration Number: 014509S) as Statutory Auditor of the Company for the financial year 2017-18 who were previously appointed at the 24th Annual general meeting held on 29th December, 2016 for a period of 5 years (from financial year 2016-17 to 2020-2021), to hold office from the conclusion this 25th Annual General Meeting (AGM) till the conclusion of the 26th Annual General Meeting to be held in the year 2018 subject to the ratification by the members from time to time."

"RESOLVED FURTHER THAT the members of the Company be and hereby authorize the Board to decide the terms and conditions of remuneration of the auditors."

For Ovobel Foods Limited

Ritu Singh

Company Secretary & Compliance Officer
Membership No. A24934

Date: 08th August 2017

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 Nara Hari & Raghavendra, Chartered Accountants, (Firm Registration Number: 014509S) as Statutory Auditors of the Company shall hold office from the conclusion of this 25th Annual General Meeting till the conclusion of the 26th Annual General Meeting, who were previously appointed for a term of 5 years at the 24th Annual General Meeting (till FY 2020-21), subject to the ratification by the members of the Company at every Annual General Meetings and fix their remuneration.
11. The Board has appointed Mr. Rafeeulla Shariff, Practicing Company Secretary as Scrutiniser for the POLL and e-voting for the ensuing Annual General Meeting dated 18th September 2017.
12. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members, as on 11.09.2017 (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 12.09.2017 to 18.09.2017 (both days inclusive).

For Ovobel Foods Limited

Ritu Singh

Company Secretary & Compliance Officer
Membership No. A24934

Place: Bangalore

Date: 08th August 2017

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 15.09.2017 at 09:00 A.M to 17.09.2017 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:
- viii) After entering these details appropriately, click on "SUBMIT" tab.

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10-digit alpha -numeric *PAN issued by Income Tax Department</p> <p>(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	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in 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).