

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:**

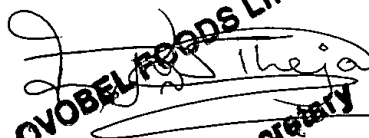
To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

"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

FOR OVOBEL FOODS LIMITED
[Handwritten Signature]
Company Secretary

Sutheja
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

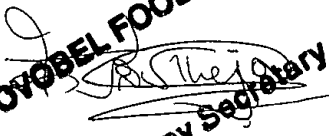
**TO APPOINT NARENDRA HALDAWAR AS INDEPENDENT DIRECTOR OF THE
COMPANY:**

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

For OVOBEL FOODS LIMITED

Company Secretary

Sutheja
Company Secretary
Membership No.: 39340

Place: Bangalore

Date: 29th August, 2015

