



**OVOBEL
FOODS LIMITED**

CIN : L85110KA1993PLC013875

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

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Annexure - XI to the Listing Agreement

Format of Quarterly Compliance Report on Corporate Governance

Name of the Company: **Ovobel Foods Limited**

Quarter ending on: **30th September, 2015**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N.A	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	NA	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	N.A	
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	N.A	



(C) Remuneration of Directors	49 (VIII C)	Yes	The Annual Report for the Financial Year 2014-15 discloses the required details
(D) Management	49 (VIII D)	Yes	The Annual Report for the Financial Year 2014-15 discloses the required details
(E) Shareholders	49 (VIII E)	Yes	The Annual Report for the Financial Year 2014-15 discloses the required details
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	N.A	
IX. CEO/CFO Certification	49 (IX)	Yes	It was complied in the Board Meeting dated 30 th May, 2015 at which the audited financials for the financial year 2014-15 were approved.
X. Report on Corporate Governance	49 (X)	Yes	The Annual Report for the Financial Year 2014-15 contains the Corporate Governance Report
XI. Compliance	49 (XI)	Yes	As required, we have obtained a certificate from the auditors relating to the compliance of the provisions of Clause 49

For Ovobel Foods Limited

Sudheja K.J

Company Secretary and Compliance Officer

Membership No:- 39340

Date: 12th October, 2015

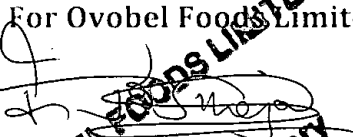
Place: Bangalore



Note:

1. The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
2. In the column No. 3, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49(VII).
3. In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as - "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

For Ovobel Foods Limited


S. Sreeja K.J.
Company Secretary and Compliance Officer
Membership No:- 39340

Date: 12th October, 2015
Place: Bangalore

