



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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To

Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai- 400 001,

Maharashtra, India.

Dear Sir/Madam,

Sub: Submission of Report on Corporate Governance for the quarter ended 31st December, 2015 pursuant to Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements), 2015

Ref: Scrip Code: 530741

With reference to the above mentioned subject and pursuant to Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements), 2015, we are hereby enclosing the Corporate Governance Report of the Company for the quarter ended 31st December, 2015.

Request your good-self to kindly take note of the same and acknowledge.

Do let us know in case any further details / clarifications are required from us. We will be happy to provide you with the same.

Yours Faithfully

For Ovobel Foods Limited

For OVOBEL FOODS LIMITED

Sutheja K.L.
Sutheja K.L.

Company Secretary
Company Secretary

Enclosure:

- 1) Corporate Governance Report for the quarter ended 31st December, 2015

Date: 13.01.2016

Place: Bangalore

ANNEXURE I
Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity -Ovobel Foods Limited
2. Quarter ending -31st December, 2015

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN ^s and DIN	Category (Chairperson /Executive/Non-Executive/independent/Nominee)*	Date of Appointment in the current term /cessation	Tenure*	No of Directors hip in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Shanti Swarup Aggarwal	PAN: ADEPA0103B DIN: 00322011	Executive	11/01/1993	NA	1	0	0
Ms.	Anisha Agarwal	PAN: AFHPA4009H DIN: 01961776	Non-Executive	08/07/2013	NA	1	0	0
Mr.	Swapan Kumar Majumder	PAN: AJFPM3820L DIN: 03178122	Non-Executive-Independent	04/08/2010	5 years	1	2	0
Mr.	Philip Jan Clement Maria Jozef Van Bosstraeten	PAN: NA DIN: 02600487	Non-Executive	07/11/2014	NA	1	0	0
Mr.	Satish Narayana Swamy	PAN: DAOPS4559H DIN: 05264105	Non-Executive-Independent	19/09/2013	2.25 years	1	2	0
Mr.	Narendra Haldawar	PAN: ABTPH4144G DIN: 01633735	Non-Executive-Independent	31/12/2014	1 year	1	2	0

*PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of the Committee	Names of the Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) ⁵
Audit Committee	Swapan Kumar Majumder	Non-Executive- Independent
	Satish Narayana Swamy	Non-Executive- Independent
	Narendra Haldawar	Non-Executive- Independent
Nomination and Remuneration Committee	Shanti Swarup Aggarwal	Executive
	Satish Narayana Swamy	Non-Executive- Independent
	Narendra Haldawar	Non-Executive- Independent
Risk Management Committee (if applicable)	NA	NA
Stakeholders Relationship Committee	Swapan Kumar Majumder	Non-Executive- Independent
	Satish Narayana Swamy	Non-Executive- Independent
	Narendra Haldawar	Non-Executive- Independent

⁵Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant Quarter	Maximum gap between any two consecutive (in number of days)
07/07/2015	13/11/2015	75 days
11/08/2015		
29/08/2015		

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
03/11/2015	Quorum was met. Out of the total 3 directors, 2 directors were present.	03/08/2015	91 days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

Subject	Compliance Status (Yes / No / NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee



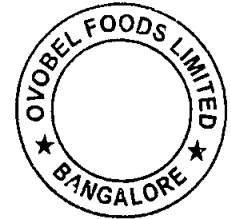
- b) Nomination & remuneration committee
- c) Stakeholders relationship committee
- d) Risk management committee (applicable to the top 100 listed entities)

- 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments /observations/advice of Board of Directors may be mentioned here:

For OVOBEL FOODS LIMITED


Company Secretary

Sutheja K.J
Company Secretary
Membership No.: 39340



Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.