

<b>General information about company</b>	
Scrip code	530741
NSE Symbol	0
MSEI Symbol	0
ISIN	INE812S01012
Name of the entity	Ovobel Foods Limited
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Wether the listed entity has a Regular Chairperson

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship 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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	SHANTI SWARUP AGGARWAL	ADEPA0103B	00322011	Executive Director	Chairperson	MD	24-09-2018			2	0	0		
2	Mr	NARENDRA HALDAWAR	ABTPH4144G	01633735	Non-Executive - Independent Director	Not Applicable		31-12-2014		60	1	2	0		
3	Mrs	ANISHA AGARWAL	AFHPA4009H	01961776	Non-Executive - Non Independent Director	Not Applicable		08-07-2013			1	0	0		
4	Mr	PHILIP JAN CLEMENT MARIA JOZEF VAN BOSSTRAETEN	ZZZZZ9999Z	02600487	Non-Executive - Non Independent Director	Not Applicable		07-11-2014			1	0	0	Textual Information(2)	

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship 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)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	SWAPAN KUMAR MAJUMDER	AJFPM3820L	03178122	Non-Executive - Independent Director	Not Applicable		24-09-2018		60	1	2	0		
6	Mr	SATISH NARAYANA SWAMY	DAOPS4559H	05264105	Non-Executive - Independent Director	Not Applicable		24-09-2018		60	1	2	2		

<b>Text Block</b>	
Textual Information(1)	The Director is non resident in India. PAN is not available.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes	Date of Cessation	Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment		
1	01633735	NARENDRA HALDAWAR	Non-Executive - Independent Director	Member	31-12-2014		
2	03178122	SWAPAN KUMAR MAJUMDER	Non-Executive - Independent Director	Member	31-12-2014		
3	05264105	SATISH NARAYANA SWAMY	Non-Executive - Independent Director	Chairperson	31-12-2014		

<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05264105	SATISH NARAYANA SWAMY	Non-Executive - Independent Director	Member	31-12-2014		
2	03178122	SWAPAN KUMAR MAJUMDER	Non-Executive - Independent Director	Member	31-12-2014		
3	01633735	NARENDRA HALDAWAR	Non-Executive - Independent Director	Chairperson	31-12-2014		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05264105	SATISH NARAYANA SWAMY	Non-Executive - Independent Director	Chairperson	31-12-2014		
2	03178122	SWAPAN KUMAR MAJUMDER	Non-Executive - Independent Director	Member	31-12-2014		
3	01633735	NARENDRA HALDAWAR	Non-Executive - Independent Director	Member	31-12-2014		

<b>Risk Management Committee</b>							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks



Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05264105	SATISH NARAYANA SWAMY	Non-Executive - Independent Director	Chairperson	23-04-2015		
2	03178122	SWAPAN KUMAR MAJUMDER	Non-Executive - Independent Director	Member	23-04-2015		
3	01633735	NARENDRA HALDAWAR	Non-Executive - Independent Director	Member	23-04-2015		
4	00322011	SHANTI SWARUP AGGARWAL	Executive Director	Member	23-04-2015		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

<b>Annexure 1</b>				
<b>Annexure 1</b>				
<b>III. Meeting of Board of Directors</b>				
Disclosure of notes on meeting of board of directors explanatory				
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	14-11-2018			
2	22-12-2018		37	
3		14-02-2019	53	

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	13-02-2019	Yes	3	14-11-2018	90		
2	Stakeholders Relationship Committee	10-01-2019	Yes	2	15-12-2018	25		
3	Stakeholders Relationship Committee	11-01-2019	Yes	2				Not Applicable
4	Stakeholders Relationship Committee	15-01-2019	Yes	2				Not Applicable
5	Stakeholders Relationship Committee	28-01-2019	Yes	2				Not Applicable
6	Stakeholders Relationship Committee	04-02-2019	Yes	2				Not Applicable

**Annexure 1**

**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
7	Stakeholders Relationship Committee	05-02-2019	Yes	2				Not Applicable
8	Stakeholders Relationship Committee	18-02-2019	Yes	2				Not Applicable
9	Stakeholders Relationship Committee	15-03-2019	Yes	2				Not Applicable
10	Stakeholders Relationship Committee	29-03-2019	Yes	2				Not applicable
11	Corporate Social Responsibility Committee	12-03-2019	Yes	3				Not applicable

<b>Annexure 1</b>			
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<b>V. Related Party Transactions</b>			
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Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	Ritu Singh
2	Designation	Company Secretary and Compliance Officer



<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.ovobelfoods.com
2	Terms and conditions of appointment of independent directors	Yes		www.ovobelfoods.com
3	Composition of various committees of board of directors	Yes		www.ovobelfoods.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.ovobelfoods.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.ovobelfoods.com
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		www.ovobelfoods.com
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.ovobelfoods.com

**Annexure II**

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

**I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.ovobelfoods.com
11	email address for grievance redressal and other relevant details	Yes		www.ovobelfoods.com
12	Financial results	Yes		www.ovobelfoods.com
13	Shareholding pattern	Yes		www.ovobelfoods.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	NA	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	NA	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	NA	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3),(4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

<b>Annexure II</b>		
1	Name of signatory	Ritu Singh
2	Designation	Company Secretary and Compliance Officer

**Annexure II****III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

<b>Annexure II</b>		
1	Name of signatory	Ritu Singh
2	Designation	Company Secretary and Compliance Officer



<b>Signatory Details</b>	
Name of signatory	Ritu Singh
Designation of person	Company Secretary and Compliance Officer
Place	Bangalore
Date	15-04-2019

