



CIN : L85110KA1993PLC013875

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Board Meeting No. BM 01/2019-20

Date: 15th May 2019



NOTICE

To,
The Board of Directors,
Ovobel Foods Limited,
Bangalore.

Dear Sir/Madam,

Please take note that the meeting of the Board of Directors of the Company will be held on Thursday 30th May 2019 at 3:00 P.M. at 238/B, AJC Bose Road, Kolkata - 700 020, India to transact the following business:

1. To elect the Chairman.
2. Notice of the Meeting.
3. Quorum of the Meeting & Leave of Absence.
4. Confirmation of the previous board meeting minutes.
5. Taking note of Interest of Directors for the Financial Year 2019-20.
6. Approval of audited financial statements of the Company for the 4th Quarter (January 2019 to March 2019) and twelve months ended 31st March 2019.
7. Taking note of Auditor's Report for the year ended 31st March 2019.
8. Taking note of Secretarial Audit Report for the year ended 31st March 2019.
9. Approval of Board's Report for the year ended 31st March 2019.
10. Approval for Appointment of Secretarial Auditors for the Financial Year 2019-20.
11. Approval for Appointment of Internal Auditors for the Financial Year 2019-20.
12. To take note of all the filings relating to BSE for the quarterly, half yearly and annual compliance ended 31st March 2019.
13. To take note of Committee meetings held during the 4th Quarter (01.01.2019 to 31.03.2019).
14. Any other matter with the permission of Chairman/Vote of Thanks.

Kindly make it convenient to attend the meeting.

Yours sincerely,
Ovobel Foods Limited

Ritu Singh

Company Secretary

Membership No: A24934

Copy of the notice to (Names as per alphabetical order):

Anisha Agarwal	Director
Narendra Haldawar	Independent Director
Philip Jan Clement Maria Jozef Van Bosstraeten	Director
Satish Narayana Swamy	Independent Director
Shanti Swarup Aggarwal	Managing Director
Swapan Kumar Majumder	Independent Director
Sudhir Kulkarni	CFO

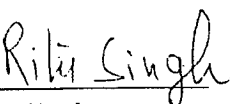
NOTES TO AGENDA: BOARD MEETING DATED 30TH MAY 2019:

Agenda No. 1:	To elect the Chairman.
	One of the Board of Directors will be elected as chairman with the consent of all others.
Agenda No. 2:	Notice of the Meeting.
	Notice of Board Meeting will be circulated amongst the Board Members and with the consent of Chairman will be taken as read in the Meeting.
Agenda No. 3:	Quorum of the Meeting and leave of absence.
	<p>The quorum for a Meeting of the Board of Directors of a Company shall be one third of its total strength or two directors, whichever is higher.</p> <p>No business shall be transacted at any Board Meeting unless there is a valid quorum both at the time when the meeting is called to order and throughout the Meeting. The names of the persons present and absent shall also be recorded by the Company. Any leave of absence received by the company, will be taken on record by the board.</p>
Agenda No. 4:	Confirmation of the previous board meeting minutes.
	Minutes of Previous Meeting shall be placed before the Board for their consideration & approval and thereafter, with the permission of the Chairman, shall be taken on record.
Agenda No. 5:	Taking note of Interest of Directors for the Financial Year 2019-20.
	<p>The General Notice of disclosure received from all the directors pursuant to the provisions of Section 184(1) & Rule 9 (1) of Companies (Meetings of Board and its Powers), Rules, 2014 in Form MBP-1 and Section 164 (2) & Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014 in Form DIR-8 respectively, of the Companies Act, 2013 will be placed before the Board.</p> <p>The Board is requested to consider and take note of the same.</p>

Agenda No. 6:	<p>Approval of audited financial statements of the Company for the 4th Quarter (January 2019 to March 2019) and twelve months ended 31st March 2019.</p> <p>Pursuant to the provisions of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 the Board shall approve the audited financial results of the Company for the 4th quarter (01.01.2019 to 30.03.2019) and twelve months ended 31st March 2019 which was previously reviewed by the Audit Committee in its meeting.</p> <p>The Board is requested to approve and pass necessary resolutions.</p>
Agenda No. 7:	<p>Taking note of Auditor's Report for the year ended 31st March 2019.</p> <p>The Auditor's Report issued by M/s. Nara Hari and Raghavendra, Chartered Accountants, the Statutory Auditors of the Company will be placed before the Board and discussed.</p> <p>The Board is requested to take note and pass necessary resolutions.</p>
Agenda No. 8:	<p>Taking note of Secretarial Audit Report for the year ended 31st March 2019.</p> <p>The Secretarial Audit Report issued by Mr. Rafeeulla Shariff, Practicing Company Secretary pursuant to provisions of Section 204 of the Companies Act, 2013 will be laid before the Board and with permission of the Chairman, the same shall be taken note of.</p>
Agenda No. 9:	<p>Approval of Board's Report for the year ended 31st March 2019.</p> <p>The Board's Report pursuant to the provisions of Section 134 of the Companies Act, 2013 shall be laid before the Board for their consideration and approval.</p> <p>The Board is requested to approve the same and pass necessary resolutions.</p>
Agenda No. 10:	<p>Approval for Appointment of Secretarial Auditors for the Financial Year 2019-20.</p> <p>The Board is requested to discuss the matter relating to appointment of Mr. Rafeeulla Shariff, Practicing Company Secretary as the Secretarial Auditor of the Company for the financial year 2019-20 pursuant to the provisions of Section 204 of the Companies Act, 2013 and the relevant rules made thereunder.</p> <p>The Board is requested to discuss the above matter and pass necessary resolutions.</p>

Agenda No. 11:	Approval for Appointment of Internal Auditors for the Financial Year 2019-20.
	<p>The Board proposes to appoint M/s. Guru & Jana, Chartered Accountants as the Internal Auditors of the Company for the financial year 2019-20 pursuant to the provisions of Companies Act, 2013.</p> <p>The Board is requested to discuss the above matter and pass necessary resolutions.</p>
Agenda No. 12:	To take note of all the filings relating to BSE for the quarterly, half yearly and annual compliance ended 31st March 2019.
	<p>The matter relating to filings made during the financial year 2018-19 as per the Regulation 14(3), 7(3), 40(9), 40(10), 27(2), 13(3) & 31(3) or any other applicable regulations, if any, of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, with BSE will be placed before the Board.</p> <p>The Board is requested to take note of the same and pass necessary resolutions.</p>
Agenda No. 13:	To take note of Committee meetings held during the 4th Quarter (01.01.2019 to 31.03.2019)
	<p>The Board is Requested to take note of the Committee meetings held during the 4th Quarter of the financial year 2018-19 i.e. from 01st January 2019 to 31st March 2019.</p>
Agenda No. 14:	Any other matter with the permission of Chairman/Vote of Thanks.
	<p>The Board shall discuss the matter which is not specified in the above agenda items in the Board meeting with the consent of the Chairman of the Meeting and the meeting shall end with a vote of thanks to the Chair.</p>

For Ovobel Foods Limited



Ritu Singh

Company Secretary

Membership No: A24934

Date : 15th May 2019

Place : Bangalore.