



**OVOBEL
FOODS LIMITED**

CIN : L85110KA1993PLC013875

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Board Meeting No. BM 01/2020-21

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 Tuesday, 14th July 2020 at 03.00 PM at 238/B, AJC Bose Road, Kolkata - 700 020, India to transact the following business:

1. To elect the Chairman of the Meeting.
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 2020-21.
6. Approval of audited financial statements of the Company for the 4th Quarter (January 2020 to March 2020) and twelve months ended 31st March 2020.
7. Taking note of Auditor's Report for the year ended 31st March 2020.
8. Taking note of Secretarial Audit Report for the year ended 31st March 2020.
9. Approval of Board's Report for the year ended 31st March 2020.
10. Approval for Appointment of Secretarial Auditors for the Financial Year 2020-21.
11. Approval for Appointment of Internal Auditors for the Financial Year 2020-21.
12. To take note of all the filings relating to BSE for the quarterly, half yearly and annual compliance ended 31st March 2020.
13. To take note of Committee meetings held during the 4th Quarter (01.01.2020 to 31.03.2020).
14. Taking note of Auditor's Certificate on corporate governance for the year ended 31st March 2020
15. Appointment of Scrutinizer for the purpose of facilitating E-Voting.
16. Appointment of CDSL for availing E-Voting facility.
17. Fixing book closure date for Annual General Meeting.
18. Approval for re-appointment of Ms. Anisha Agarwal, as Director of the company who retires by rotation.
19. Taking note of CFO Certification for the year ended 31st March 2020.
20. Taking note of remuneration paid to Managing Director of the Company during the financial year 2019-20.

21. Approval of draft Notice of Twenty-Eighth Annual General Meeting for the financial year 2019-20.
22. Authorization to sign & submit the E-Forms to the Registrar of Companies.
23. To take note on the BSE observation letter regarding the Draft Scheme of Capital Reduction of the Company.
24. Appointment of an authorized representative for appearing before NCLT, regarding application for reduction of Share Capital of the Company.
25. Any other matter with the permission of Chairman/Vote of Thanks.

Kindly make it convenient to attend the meeting.

Yours sincerely,

For Ovobel Foods Limited

Ritu Singh



Ritu Singh

Company Secretary & Compliance Officer

Membership Number: A24934

Date : 04.07.2020

Place: Bengaluru

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

Anisha Agarwal	Director
Narendra Dattatri Haldawar	Independent Director
Philip Van Bosstraeten	Director
Satish Narayana Swamy	Independent Director
Shanti Swarup Aggarwal	Managing Director
Swapam Kumar Majumder	Independent Director
Sudhir Kulkarni	CFO(KMP)

NOTES TO AGENDA: BOARD MEETING DATED 13TH JULY, 2020:

Agenda No. 1:	To elect the Chairman of the Meeting. The Board may elect the chairman of its meetings and determine period of his office. Where no such chairperson is elected, the directors present at the meeting may choose one among them to chair the meeting.
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. 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. 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.
Agenda No. 4:	Confirmation of the previous board meeting minutes. Minutes of Previous Meeting shall be placed before the Board for their consideration and 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 2020-21. 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. The Board is requested to consider and take note of the same.
Agenda No. 6:	Approval of audited financial statements of the Company for the 4th Quarter (January 2020 to March 2020) and twelve months ended 31st March 2020. 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 4 th quarter (01.01.2020 to 30.03.2020) and twelve months ended 31 st March 2020 which was previously reviewed by the Audit Committee in its meeting. The Board is requested to approve and pass necessary resolutions.

Agenda No. 7:	<p>Taking note of Auditor’s Report for the year ended 31st March 2020.</p> <p>The Auditor’s Report for the financial year ending 31st March 2020 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 2020.</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 2020.</p> <p>The Board’s Report pursuant to the provisions of Section 134 of the Companies Act, 2013 for the financial year ending 31st March 2020, 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 2020-21.</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 2020-21 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:	<p>Approval for Appointment of Internal Auditors for the Financial Year 2020-21.</p> <p>The Board proposes to appoint M/s. Guru & Jana, Chartered Accountants as the Internal Auditors of the Company for the financial year 2020-21 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:	<p>To take note of all the filings relating to BSE for the quarterly, half yearly and annual compliance ended 31st March 2020.</p> <p>The matter relating to filings made during the financial year 2019-20 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 (01.01.2020 to 31.03.2020).
	The Board is Requested to take note of the Committee meetings held during the 4 th Quarter of the financial year 2019-20 i.e. from 01 st January 2020 to 31 st March 2020.
Agenda No. 14	Taking note of Auditor's Certificate on corporate governance for the year ended 31st March 2020.
	Pursuant to Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 the certification by the Statutory Auditors on the Corporate Governance has been obtained for the financial year 2019-20 and the board will take a note of the same at the Meeting.
Agenda No. 15	Appointment of Scrutinizer for the purpose of facilitating E-Voting.
	<p>The matter relating to Appointment of Scrutinizer shall be placed before the Board for their discussion. Mr. Rafeulla Shariff, Practicing Company Secretary having membership number F-9367 and Certificate of Practice No. 11103 is being recommended for appointment as Scrutinizer for the purpose of facilitating E-Voting for the Annual General Meeting of the Company for the financial year 2019-20, to be held as on 13th August 2020. It is being updated that Mr. Rafeulla Shariff, Practicing Company Secretary was acting as Scrutinizer for the previous Annual General Meeting of the Company.</p> <p>The Board is requested to discuss and take required action on this and pass necessary resolutions.</p>
Agenda No. 16	Appointment of CDSL for availing E-Voting facility.
	<p>The matter relating to appointment of CDSL for availing e-voting facility for upcoming Annual General Meeting will be placed before the Board for their consideration and approval.</p> <p>The Board is requested to discuss the same and pass necessary resolutions.</p>
Agenda No. 17	Fixing book closure date for Annual General Meeting.
	Pursuant to provisions the Companies Act, 2013 and rules made thereunder along with the applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board to consider the above matter and fix a closure date for the Annual General Meeting of the Company.
Agenda No. 18	Approval for re-appointment of Ms. Anisha Agarwal, as Director of the company who retires by rotation.
	In pursuant to the applicable provision of the Companies Act, 2013 and relevant rules made thereunder, subject to approval of members at the ensuing Annual General Meeting, the Company is required to appoint Ms.

	<p>Anisha Agarwal, as Director who retires by rotation and, being eligible, seeks re-appointment.</p> <p>The consent letter from the retiring director(s) will be placed before the Board for the discussion and approval.</p> <p>The Board is requested to approve the same and pass necessary resolutions.</p>
Agenda No. 19	<p>Taking note of CFO Certification for the year ended 31st March 2020.</p> <p>Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the certification by the Managing Director and Chief Financial Officer on the financial statements and internal control relating to financial reporting has been obtained for the financial year 2019-20 and the Board will take a note of the same at the Board meeting.</p>
Agenda No. 20	<p>Taking note of remuneration paid to Managing Director of the Company during the financial year 2019-20.</p> <p>Pursuant Section 197, 198, Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder, the Board is requested to take note on remuneration paid to Mr. Shanti Swarup Aggarwal, Managing Director of the Company during the financial year 2019-20.</p> <p>The Board shall discuss on the matter and pass the necessary resolutions.</p>
Agenda No. 21	<p>Approval of draft Notice of Twenty-Eighth Annual General Meeting for the financial year 2019-20.</p> <p>It is updated to the Board that Annual General Meeting for the for the Financial Year 2019-20 is required to be conducted before 30th September 2019. As per law, 21 days clear notice has to be provided to all the members/shareholders, directors, auditors, invitees etc., draft notice of Annual General Meeting will be provided to the Board in the Board meeting.</p> <p>The Board is requested to discuss, and pass required resolutions.</p>
Agenda No. 22	<p>Authorization to sign & submit the E-Forms to the Registrar of Companies.</p> <p>In order to comply with the provisions of the Companies Act, 2013 and rules made thereunder, there is need for the Board to authorize any one of the Directors of the Company to file the required e-Forms with the Ministry of Corporate Affairs/Registrar of Companies. The matter shall be placed before the Board for their discussion.</p>

Agenda No. 23	To take note on the BSE observation letter regarding the draft scheme of capital reduction of the Company.
	<p>Pursuant to the submission of draft scheme of reduction of share capital of the Company with SEBI/BSE, the Company had received observation letter regarding the same with the comments on the Scheme submitted, from BSE as on 18.03.2020.</p> <p>The Board is requested to take note on the same and pass necessary resolutions.</p>
Agenda No. 24:	Appointment of an authorized representative for appearing before NCLT, regarding application for reduction of Share Capital of the Company.
	<p>With respect to scheme of reduction of share capital of the Company, as per the provisions of Companies Act, 2013, approval from NCLT is required for reducing paid up capital of the Company. The jurisdiction of the Company falls under NCLT, Bangalore Bench. Therefore, it is necessary for the Company to appoint a representative for appearing before NCLT and to take all such steps that may be required for obtaining the order.</p> <p>The matter pertaining to the same will be placed before the Board for their consideration and approval.</p>
Agenda No. 25:	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 majority of the Board members and with the permission of the Chairman of the Board Meeting and the meeting shall end with a vote of thanks to the chair.</p>

Yours sincerely,

For Ovobel Foods Limited

Ritu Singh



Ritu Singh
Company Secretary & Compliance Officer
Membership Number: A24934

Date : 04.07.2020

Place: Bengaluru