



CIN : L85110KA1993PLC013875

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## Board Meeting No. BM 01/2017-18

### NOTICE

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

Dear Sir,

Please take note that the meeting of the Board of Directors of the Company will be held on Tuesday 30<sup>th</sup> May, 2017 at 3:00 P.M. at 238/B, AJC Bose Road, Kolkata - 700 020, India to transact the following business:

1. Election of 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 2017-18.
6. Approval of audited financial statements of the Company for the 4<sup>th</sup> Quarter (January, 2017 to March, 2017) and twelve months ended 31<sup>st</sup> March, 2017.
7. Taking note of Auditor's Report for the year ended 31<sup>st</sup> March, 2017.
8. Taking note of Secretarial Audit Report for the year ended 31<sup>st</sup> March, 2017.
9. Approval of Board's Report for the year ended 31<sup>st</sup> March, 2017.
10. Appointment of Secretarial Auditors for the Financial Year 2017-18.
11. Appointment of Internal Auditors for the Financial Year 2017-18.
12. To take note of all the filings relating to BSE for the quarterly, half yearly and annual compliance ended 31<sup>st</sup> March 2017.
13. 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	Director
Philip Jan Clement Maria JozefVan Bosstraeten	Director
Satish Narayana Swamy	Director
Shanti Swarup Aggarwal	Managing Director
Swapan Kumar Majumder	Director
Sudhir Kulkarni	CFO

**Note: -**

1. The Directors have the facility to attend the Board Meeting through Video-Conferencing. Kindly confirm if you intend to attend the meeting via electronic mode.
2. Kindly provide your e-mail address and contact details with the confirmation.

**NOTES TO AGENDA: BOARD MEETING DATED 30<sup>TH</sup> MAY 2017:**

<b>Agenda No. 1:</b>	<b>Election of Chairman.</b>
	One of the Board of Directors will be elected as chairman with the consent of all others.
<b>Agenda No. 2:</b>	<b>Notice of the Meeting.</b>
	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.
<b>Agenda No. 3:</b>	<b>Quorum of the Meeting and leave of absence.</b>
	<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>
<b>Agenda No. 4:</b>	<b>Confirmation of the previous board meeting minutes.</b>
	Minutes of Previous Meeting dated 9 <sup>th</sup> March, 2017 shall be placed before the Board for their consideration & approval and thereafter, with the permission of the Chairman, shall be taken on record.
<b>Agenda No. 5:</b>	<b>Take note of Interest of Directors for the Financial Year 2017-18.</b>
	<p>The General Notice of disclosure received from all the directors pursuant to the provisions of Section 184(1) &amp; Rule 9 (1) of Companies (Meetings of Board and its Powers), Rules, 2014 in Form MBP-1 and Section 164 (2) &amp; 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 shall consider and take note of the same.</p>
<b>Agenda No. 6:</b>	<b>Approval of audited financial statements of the Company for the 4<sup>th</sup> Quarter (January, 2017 to March, 2017) and twelve months ended 31st March, 2017.</b>
	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 quarter and twelve months ended 31 <sup>st</sup> March 2017 which was previously reviewed by the Audit Committee in its meeting dated 13 <sup>th</sup> May, 2017.
<b>Agenda No. 7:</b>		<b>Taking note of Auditor's Report for the year ended 31<sup>st</sup> March 2017.</b>
		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.
<b>Agenda No. 8:</b>		<b>Taking note of Secretarial Audit Report for the year ended 31<sup>st</sup> March, 2017.</b>
		The Secretarial Audit Report issued by Mr. Rafeulla Shariff, Practicing Company Secretary pursuant to provisions of Section 204 of the Companies Act, 2013 shall be laid before the Board and with permission of the Chairman, the same shall be taken note of.
<b>Agenda No. 9:</b>		<b>Approval of Board's Report for the year ended 31<sup>st</sup> March 2017.</b>
		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.
<b>Agenda No. 10:</b>	<b>No.</b>	<b>Appointment of Secretarial Auditors for the Financial Year 2017-18.</b>
		The Board proposes to appoint Mr. Rafeulla Shariff, Practicing Company Secretary as the Secretarial Auditor of the Company for the financial year 2017-18 pursuant to the provisions of Companies Act, 2013. The same will have to be approved by the Board of Directors at the meeting.
<b>Agenda No. 11:</b>	<b>No.</b>	<b>Appointment of Internal Auditors for the Financial Year 2017-18.</b>
		The Board proposes to appoint M/s Guru & Jana, Chartered Accountants as the Internal Auditors of the Company for the financial year 2017-18 pursuant to the provisions of Companies Act, 2013. The same will have to be approved by the Board of Directors at the meeting.
<b>Agenda No.</b>	<b>No.</b>	<b>To take note of all the filings relating to BSE for the quarterly,</b>

<b>12:</b>	<p><b>half yearly and annual compliance ended 31st March 2017.</b></p> <p>The matter relating to filings made under (LODR) regulations 14(3), 7(3), 40(9), 40(10), 27(2), 13(3) &amp; 31(3), etc., with BSE will be placed before the board. The board to take note of all the compliances filed with BSE for the quarter ended 31<sup>st</sup> March 2017.</p>
<b>Agenda No. 13:</b>	<p><b>Any other matter with the permission of Chairman/Vote of Thanks.</b></p> <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:** 19<sup>th</sup> May, 2017

**Place:** Bangalore.