

NOTICE TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT Thirty Third Annual General Meeting of the Members of Ovobel Foods Limited will be held through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), on Tuesday, 30 September 2025 at 3:00 p.m. to transact the following businesses:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2025 together with the Report of the Board of Directors and the Auditors thereon.**
- 2. To appoint a Director in place of Mr. Syed Fahad (DIN: 01865406), who retires by rotation and being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS:

- 3. APPOINTMENT OF MS. SUMAN BAJORIA AS SECRETARIAL AUDITOR FOR A TERM OF FIVE CONSECUTIVE YEARS FROM THE FINANCIAL YEAR 2025-26 TO THE FINANCIAL YEAR 2029-30**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Regulation 24A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms.Suman Bajoria, Practicing Company Secretary (ACS: 20904 / CP. No. 17602) be and is hereby appointed as Secretarial Auditor of the Company, for a period of five (5) consecutive years beginning from the Financial Year 2025-26 upto Financial Year 2029-30, at a remuneration of INR 1.5 lakhs (Rupees One Lakhs Fifty Thousand only) in respect of Secretarial Audit to be undertaken for the FY 2025-26, payable in one or more instalments plus GST as applicable, and reimbursement of out-of-pocket expenses incurred.

RESOLVED FURTHER THAT the Board of Directors/ Audit Committee of the Company be and is hereby authorised to fix the remuneration for the rest of tenure of the appointment and also authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s), to give effect to the aforesaid Resolution."

- 4. RE-APPOINTMENT OF MR. MYSORE SATISH SHARAD (DIN: 08987445) AS MANAGING DIRECTOR**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Mysore Satish Sharad (DIN: 08987445) be and

is hereby re-appointed as the Managing Director of the Company for a further period of 5 (five) years effective from 14th June 2026 upto 13th June 2031 on the terms and conditions (including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as per the draft agreement ("Agreement"), which is hereby specifically sanctioned with liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or the Agreement, in such manner as may be agreed to between the Board of Directors and Mr. Mysore Satish Sharad in accordance with the requirements of the Act and within the limits approved by the Members of the Company.

The main terms and conditions of Mr. Mysore Satish Sharad re-appointment shall be as under:

1. Mr. Mysore Satish Sharad shall hold office as the Managing Director of the Company for a further period of five years with effect from 14 June 2026 on the terms and conditions hereinafter mentioned.
2. Mr. Mysore Satish Sharad shall act as the Managing Director and may devote such time in the performance of his duties as the Managing Director of the Company as it is considered necessary and expedient.
3. The Managing Director has to perform such duties and exercise such powers as are additionally entrusted to him by the Board.

REMUNERATION: The remuneration payable shall be determined by the Board of Directors, from time to time, within the maximum limits set forth below:

- i. **Salary:** Rs. 5,00,000/- (Rupees Five Lakh only) per month with annual increment of such amount as may be decided by the Board, subject to the overall limit specified herein below.
- ii. **Contribution to Provident Fund:** 12% (Twelve percent) of the salary as per the provisions of the Employees Provident Funds and Miscellaneous Provisions Act, 1952.
- iii. **Annual Flexi Benefit:** Reimbursement of expenses towards Medical benefits for self and family, Leave Travel Assistance, etc. as per the rules of the Company.
- iv. **Gratuity:** As per the rules of the Company.
- v. **Personal Accident and Hospitalization Insurance:** As per rules of the Company.
- vi. **Leave:** Entitled for leave with full pay or encashment as per the rules of the Company.
- vii. **Conveyance facilities:** The Company shall provide suitable conveyance facilities or in lieu of conveyance facilities, the Company shall reimburse the actual conveyance expenses incurred only for official purposes.
- viii. **Telephone and other communication facilities:** The Company will reimburse expenses incurred on mobile phones and provide telephone, telefax, broadband internet and other communication facilities at the Managing Director's Residence
- ix. **Bonus and/or Ex-gratia:** As decided by the Board from time to time
- x.
 - o **Other Perquisites:** Nil
 - o **Overall Remuneration:** The aggregate salary and perquisites stated in Clause IV (in any financial year shall not exceed the limit prescribed from time to time under Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V, Part II, Section II (A) to the Companies Act, 2013 as in force from time to time.
 - o **Minimum Remuneration:**
 - o The remuneration and terms of appointment shall be calculated on the basis of effective capital at the end of previous financial year and the remuneration shall be restricted upto the upper limit based on the effective capital as prescribed in Schedule V, Part II, Section II (A) to the Companies Act, 2013. In the event of loss and

inadequacy of profit in any financial year during the currency of tenure of the service the payment of salary, commission, perquisites and other allowance shall be governed by the limits prescribed in Schedule V, Part II, Section II (A) to the Companies Act, 2013.

Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year, Mr. Mysore Satish Sharad shall be entitled to receive a total remuneration including perquisites, etc. not exceeding the ceiling limits as approved by the Members herein above, as minimum remuneration. Other terms and conditions: Subject to the control and supervision of the Board of Directors and subject to the provisions of the Act, Mr. Mysore Satish Sharad shall have the power of general conduct and management of the affairs of the Company and he shall be entitled to exercise all such powers and to do all such acts and things the Company is authorised to exercise and all such powers, acts or things which are directed or required by the Act or any other law or by the Articles of Association of the Company except such powers/ acts/ things which can be exercised or done by the Company in General Meeting or by the Board of Directors. Mr. Mysore Satish Sharad to perform such duties and exercise such powers as are additionally entrusted to him by the Board and/ or the Chairman. He is further authorized to do all such acts, deeds, things and matters as he may be required or permitted to do as a Managing Director. The re-appointment will be for a period of five years which may be terminated by either party giving to the other 3 months notice in writing or upon Mr. Mysore Satish Sharad ceasing to be a Director of the Company

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be required to give effect to this resolution.”

5. TO CONSIDER APPROVAL FOR RELATED PARTY TRANSACTIONS – TRANSACTION WITH ASHRAY FARMS

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, Companies Act, 2013 and Rules made thereunder, including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time and in supersession of the resolution passed at the 32nd Annual General Meeting of the Company held on 30 August 2024, consent of the members of the Company be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/arrangement(s)/ transaction(s) with Ashray Farms, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, as detailed in the table forming part of the Explanatory Statement annexed to this notice with respect to purchase of eggs and sell of crushed egg shell powder notwithstanding that such transactions may exceed the prescribed thresholds as per the provisions of SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT pursuant to Regulation 23(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 any material related party transaction already entered by the Company with its related parties as on the date of this resolution be and is hereby approved and ratified.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary

the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

6. APPOINTMENT OF MRS. SUKANYA SATISH (DIN: 02488406) AS DIRECTOR, NON EXECUTIVE, PROMOTER

To consider and if thought fit, to pass with or without modification(s), the following resolution(s) as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) (the “Act”), Mrs. Sukanya Satish (DIN: 02488406), who was appointed as an Additional Director of the Company with effect from 04 September 2025 under Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive Director, Category: Promoter, of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and/ or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

7. TO CONSIDER APPROVAL FOR RELATED PARTY TRANSACTIONS – LEASE OF LAND FROM MR. MYSORE SATISH SHARAD

To consider and if thought fit, to pass with or without modification(s), the following resolution(s) as an Ordinary Resolution:-

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Listing Regulations”), including any statutory modification(s) and/or re-enactments thereof, and such other rules and regulations, as may be applicable, the Company’s Policy on Related Party Transactions and based on the approval and recommendation of the Audit Committee and the Board of Directors of the Company, consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/ arrangement(s)/ transaction(s) with Mr.Mysore Satish Sharad, Managing Director & Promoter and a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for obtaining on lease for a period of 30 years a piece and parcel of land admeasuring about 9.175 acres, situated, lying and being at Survey nos. 255/5, 255/9, 255/10, 255/12 Bagganadu Kavalu village, J G Halli Hobli, Hiriyr Taluk, Chitradurga District 577511 in the State of Karnataka, upon paying a refundable deposit of Rs. 1,26,29,233 (Rupees One Crore Twenty Six Lakh Twenty Nine Thousand Two Hundred Thirty Three only) and an annual rent of Rs.5,000 (Rupees Five Thousand only) notwithstanding that such transactions may exceed the prescribed thresholds as per the provisions of SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard."

By Order of the Board
For Ovobel Foods Limited

Sd/
Prakriti Sarvouy
Company Secretary
ACS: 21962
Place: Bangalore
Date: 04 September 2025

Registered Office:

319/1 - 329, Golden Point, 2nd Floor,
Off Queens Road Cross, Behind Jain Hospital,
Vasanth Nagar, Bengaluru 560001, Karnataka, India.

Email: info@ovobelfoods.com, cs@ovobelfoods.com

Website: www.ovobelfoods.com

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Businesses specified above is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
2. Pursuant to General Circular issued by the Ministry of Corporate Affairs ("MCA") vide General Circular No. 14/2020 dated 8th April, 2020 and subsequent circulars issued in this regard latest being General Circular No. 09/2024 dated 19 September 2024, issued by the Ministry of Corporate Affairs collectively referred to as ("MCA circulars") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03 October 2024 issued by the Securities and Exchange Board of India ("SEBI circular") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), have allowed the Companies to conduct the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice
4. Additional information pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with Stock Exchanges on appointment of Directors at the Annual General Meeting is appearing in the Corporate Governance Report.
5. Pursuant to the Circular of Ministry of Corporate Affairs No. 17/2011 dated 21-4-2011, members are requested to provide their email ids to the Company at its Registered Office at Ground Floor, No.46 Old No.32/1, 3rd Cross, Aga Abbas Ali Road, Ulsoor, Bangalore-560042, Karnataka (email id: cs@ovobelfoods.com) or to Registrars, M/s. Maheshwari Datamatics Pvt. Ltd., 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700001 (e-mail id – mdpldc@yahoo.com).
6. Members are requested to notify any change in their address / mandate / bank details immediately to the Company at its Registered Office at Ground Floor, No.46 Old No.32/1, 3rd Cross, Aga Abbas Ali Road, Ulsoor, Bangalore-560042, Karnataka (email id : cs@ovobelfoods.com) or to the Registrars, M/s. Maheshwari Datamatics Pvt. Ltd., 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700001 (e-mail id: mdpldc@yahoo.com).
7. Members who have multiple accounts in identical names or joint accounts in the same order are requested to consolidate all such shareholdings into one account to facilitate better service.
8. Depository System – The Company, consequent to introduction of the Depository System, entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Members, therefore, now have the option of holding and dealing in shares of the Company in electronic form through NSDL or CDSL. With effect from 26-12-2000 trading in shares of the Company on any Stock Exchange is permitted only in dematerialized form.

9. Individual shareholders can avail the facility of nomination. The nominee shall be the person in whose name all rights of transfer and / or amount payable in respect of shares shall lie in the event of the death of the shareholder and the joint holder(s), if any. A minor can be a nominee provided the name of the guardian is given in the Nomination Form. Non-individual including Society, Trust, Body Corporate, Partnership Firm, Karta of Hindu Undivided Family, holder of Power of Attorney cannot nominate. For further details in this regard shareholders may contact M/s Maheshwari Datamatics Pvt. Ltd., Registrars and Transfer Agents.
10. Members are requested to quote their account / folio number and in case their shares are held in dematerialized form, they must quote their Client ID Number and DP ID Number.
11. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 24 September 2025 to Tuesday, 30 September 2025 (both days inclusive).
12. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice and the Annual Report 2024-25 will also be available on the Company's website at www.ovobelfoods.com, on the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of CDSL i.e. www.evotingindia.com
13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN detail to the Company/Registrars and Transfer Agents.
15. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended to date and Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given hereinbelow. The remote e-voting period commences at 10.00 A.M. on Saturday, 27 September 2025 and ends at 5.00 P.M. (IST) on Monday, 29 September 2025. During this period, Members holding shares either in physical or de-materialized form as on the Cut-Off Date i.e., Tuesday 23 September 2025 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
16. Members holding shares in physical form are informed that Securities and Exchange Board of India has amended SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 which has come into force wherein except in cases of transmission or transposition of securities requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. Hence, members holding securities in physical form are requested to convert their holdings to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company's RTA for assistance in this regard.

17. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and The Register of Contracts and Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will also be made available for electronic inspection from the date of circulation of this Notice upto the conclusion of this AGM.
18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice
19. Members who have not registered their e-mail address so far, are requested to register their email address for receiving all communications including Annual Report, Notices, Circulars etc. from the Company electronically. The instructions for shareholders voting electronically are as under:

**The instructions for shareholders voting electronically are as under:
CDSL e-Voting System – For Remote e-voting and e-voting during AGM**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.ovobelfoods.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and General Circular No. 09/2023 dated 25.09.2023 after due examination, it has been decided to allow companies whose AGMs are due in the Year 2024 or 2025, to conduct their AGMs through VC or OAVM on or before 30th September, 2025 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDLe-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on 10.00 A.M. Saturday, 27 September 2025 and ends at 5.00 P.M. (IST) on Monday, 29 September 2025. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday 23 September 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to

register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular** no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile.

<p>Shareholders holding securities in demat mode with NSDL Depository</p>	<p>Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@ovobelfoods.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@ovobelfoods.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@ovobelfoods.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA** at cs@ovobelfoods.com / mdpldc@yahoo.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free number 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

Other Instructions:

1. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
2. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM, but shall not be entitled to cast their vote again.
3. The remote e-voting period commences at 10.00 A.M. on Saturday, 27 September 2025 and ends at 5.00 P.M. (IST) on Monday, 29 September 2025. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday 23 September 2025 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
4. The voting rights of the members shall be in proportion to their shares in the paid-up equity share capital of the Company as on Tuesday 23 September 2025.

5. Ms. Suman Bajoria, Practicing Company Secretary (Membership No. 20904 and COP No.17602) has been appointed as the Scrutinizer to Scrutinize the e-voting process in fair and transparent manner, whose e-mail address is cssumanbajoria@gmail.com.
6. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
7. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.ovobelfoods.com and the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.
8. The Scrutinizer shall within a period not exceeding 3 (Three) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast 2 witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members by writing an e-mail to the Company Secretary at cs@ovobelfoods.com
10. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Items No. 3 to 7 of the accompanying Notice dated 04 September, 2025:

Item No. 3

APPOINTMENT OF MS. SUMAN BAJORIA AS SECRETARIAL AUDITOR FOR A TERM OF FIVE CONSECUTIVE YEARS FROM THE FINANCIAL YEAR 2025-26 TO THE FINANCIAL YEAR 2029-30

In accordance with Section 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years. Based on the recommendation of the Audit Committee, the Board, at its Meeting held on 04 September, 2025, subject to the approval of the Members of the Company, approved appointment of Ms.Suman Bajoria, Company Secretary (Membership Number: A20904 / CP No. 17602) as the Secretarial Auditor of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditor from the Financial Year 2025-26 upto Financial Year 2029-30.

Ms.Suman Bajoria is a Practicing Company Secretary. She is primarily engaged in providing professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audits, Due Diligence Audits, Legal Due Diligence and Compliance Audits for

various reputed companies and law firms. She is Peer Reviewed by the Institute of the Company Secretaries of India. Ms.Bajoria had consented to her appointment as the Secretarial Auditor of the Company and have confirmed that she fulfills the criteria as specified in Clause (a) of regulation 24A (1A) of the SEBI Listing Regulations and have not incurred any of disqualifications as specified by the Securities and Exchange Board of India.

The proposed remuneration to be paid to Ms.Bajoria, for the financial year 2025-26 is Rs.1,50,000/- (Rupees One Lakh Fifty Thousand only) plus out of pocket expenses and applicable taxes. For the subsequent years, the Board of Directors will decide the remuneration based on recommendations of Audit Committee.

There is no material change in the fees payable to Ms.Bajoria from that paid by the Company in previous years. Accordingly, consent of the Members is sought for approval of the aforesaid appointment of the Secretarial Auditor.

The Board recommends the approval of the Members for appointment of Secretarial Auditor and passing of the Ordinary Resolution set out at Item No. 3 of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

Item No. 4

RE-APPOINTMENT OF MR. MYSORE SATISH SHARAD (DIN: 08987445) AS MANAGING DIRECTOR

The Board of Directors on the recommendation of Nomination and Remuneration Committee of the Company had at their meeting held on 04 September 2025 reappointed Mr. Mysore Satish Sharad (Din: 08987445) as Managing Director of the Company, subject to approval of the shareholders of the Company, liable to retire by rotation, for the period of five years effective from 14th June 2026 till 13 June 2031. The Board believes that given his education, background, experience and performance of the Company during his tenure and plans of the Company to embark on backward integration along with expansion of capacity through acquisition, entering new markets and plans to setting up new production units, he will be best person to take things forward further and his association would be in the best interest of the Company. Mr. M S Sharad is not disqualified being appointed as Director in terms of Section 164 of the Companies Act, 2013 & has given his consent to act as Director.

Information required to be furnished under Schedule V, Part II Section II (A) to the Companies Act, 2013 is given as under:

(i)	Effective Capital as on 31.03.2025	Rs. 8780.786 Lakhs
I.	General Information:	
	(1) Nature of industry	The Company is actively engaged in egg processing and offers a comprehensive range of processed egg products. These include whole egg powder, egg yolk powder, egg white powder, and pasteurized frozen egg products.
	(2) Date or expected date of commencement of commercial production	The Company is in operation and is into the business of manufacturing and exports of whole egg, yolk, albumen in powder and frozen form.
	(3) In case of new companies, expected date of commencement	N.A.

	of activities as per project approved by financial institutions appearing in the prospectus													
	(4) Financial performance based on given indicators (In Rupees Lakhs)	Profit Before Tax <table border="1"> <tr> <td>31.03.2025</td><td>31.03.2024</td><td>31.03.2023</td></tr> <tr> <td>1238.62</td><td>2387.70</td><td>5259.58</td></tr> </table> Profit After Tax <table border="1"> <tr> <td>31.03.2025</td><td>31.03.2024</td><td>31.03.2023</td></tr> <tr> <td>905.63</td><td>1788.79</td><td>3882.27</td></tr> </table>	31.03.2025	31.03.2024	31.03.2023	1238.62	2387.70	5259.58	31.03.2025	31.03.2024	31.03.2023	905.63	1788.79	3882.27
31.03.2025	31.03.2024	31.03.2023												
1238.62	2387.70	5259.58												
31.03.2025	31.03.2024	31.03.2023												
905.63	1788.79	3882.27												
	(5) Foreign investments or collaborations, if any.	NIL												
II.	Information about the appointee:													
	(1) Background details	Mr. Sharad M S, aged 30 years, holds a degree in Bachelor of Business Management (B.B.M), a Master of Business Administration (M.B.A) and a Master of Science in Business with a concentration in finance (M.S) from the U.S.A. He is the third generation of the family to have envisioned a career in the poultry industry and has been involved in the business full time since 8 years and indirectly involved for more than 12 years. He is actively involved in promoting the poultry business and expanding the same by organic and inorganic growth.												
	(2) Past remuneration	Rs.60.00 Lakhs per year. The re-appointment is proposed at the existing remuneration.												
	(3) Recognition or awards	Nil												
	(4) Job profile and his suitability	The role of the Managing Director will include among others: <ul style="list-style-type: none"> • Develop and execute the company's business strategies • Provide strategic advice to the board on expansion, acquisitions and also provide accurate view of the market and the company's future plans • Prepare and implement comprehensive business plans to facilitate achievement by planning cost-effective operations and market development, penetrating new markets • Proper execution of projects of the Company • Ensure company policies and legal guidelines are communicated all the way from the top down in the company and that they are followed at all times • Communicate and maintain trust relationships with shareholders, business partners and authorities • Oversee the company's operations, procurement, marketing, quality control and overall financial performance, 												

		<ul style="list-style-type: none"> • Delegate responsibilities and supervise the work of executives providing guidance and motivation to drive maximum performance • Analyze problematic situations and occurrences and provide solutions to ensure company survival and growth <p>Mr. Sharad M S, aged 30 years, holds a degree in Bachelor of Business Management (B.B.M), a Master of Business Administration (M.B.A) and a Master of Science in Business with a concentration in finance (M.S) from the U.S.A. He is the third generation of the family to have envisioned a career in the poultry industry and has been involved in the business full time since 8 years and indirectly involved for more than 12 years. He is actively involved in promoting the poultry business and expanding the same by organic and inorganic growth.</p> <p>During his tenure as Managing Director of the Company Since June 2021, the Company has entered new markets, taken steps towards backward integration, to reduce cost of raw materials and to reduce dependence on third parties for supplies along with expansion of capacity through acquisition and also envisioned plans for setting up new production units. Key highlights are as follows:</p> <ul style="list-style-type: none"> • Successfully expanded the company's business into new international markets, securing customers in Austria and Malaysia, and initiating discussions with customers in Russia and Dubai. • Strengthened market presence through active participation in trade fairs and exhibitions, reducing dependence on limited markets. • Achieved a stable and consistent supply of raw materials by implementing centralized control over quality and quantity. • Upgraded production facilities and warehouse racking systems to enhance efficiency in production and supply chain management. • Acquired an additional production facility to support increased productivity and capacity. • Implemented solar power solutions to reduce operational electricity costs and support sustainable energy use.
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		<ul style="list-style-type: none"> Relocated the company's registered office to a new, larger space to accommodate business growth.
	(5) Remuneration proposed	Rs. 60.00 Lakhs per year, as per the details which form part of the resolution and explanatory statement, both. This is also the existing remuneration which is being paid during the current tenure of 5 years.
	(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Remuneration proposed is in line with the amount being paid to the professionals in the same field. Further the re-appointment is proposed at the existing levels of remuneration as payable since the earlier appointment effective 14 June 2021.
	(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Sharad along with his relatives holds 68.95% of Shares in the Company as on 15 August 2025
III.	Other information:	
	(1) Reasons of loss or inadequate profits	The Company has registered profits during the FY 2022-23, 2023-24 and 2024-25 as well. However, the same is inadequate, further due to operating and management expenses, which may rise in future, the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Sharad i.e. till 13 th June, 2031. Thus remuneration is proposed as per Schedule V Part II, Section II A.
	(2) Steps taken or proposed to be taken for improvement	Company is professionally managed and performance is slated to improve in the ensuing years. Further the Company is taking steps for backward integration and also expansion of current production capacity by acquisition as well as setting up of new facilities. The Company has also entered new markets and is in further discussions to enter new markets overseas.
	(3) Expected increase in productivity and profits in measurable terms	The Company expects to increase the productivity and profits by 15% approx in future years.
	Disclosures	

IV. Disclosures

Pursuant to Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V, Part II, Section II (A) to the Companies Act, 2013 the following remuneration, if approved, will be paid to Mr. Mysore Satish Sharad with effect from June 14, 2026:

- xi. **Salary:** Rs. 5,00,000/- (Rupees Five Lakh only) per month with annual increment of such amount for all the three years as may be decided by the Board, subject to the overall limit specified herein below.
- xii. **Contribution to Provident Fund:** 12% (Twelve percent) of the salary as per the provisions of the Employees Provident Funds and Miscellaneous Provisions Act, 1952.

- xiii. **Annual Flexi Benefit:** Reimbursement of expenses towards Medical benefits for self and family, Leave Travel Assistance, etc. as per the rules of the Company.
- xiv. **Gratuity:** As per the rules of the Company.
- xv. **Personal Accident and Hospitalization Insurance:** As per rules of the Company.
- xvi. **Leave:** Entitled for leave with full pay or encashment as per the rules of the Company.
- xvii. **Conveyance facilities:** The Company shall provide suitable conveyance facilities or in lieu of conveyance facilities, the Company shall reimburse the actual conveyance expenses incurred only for official purposes.
- xviii. **Telephone and other communication facilities:** The Company will reimburse expenses incurred on mobile phones and provide telephone, telefax, broadband internet and other communication facilities at the Managing Director's Residence
- xix. **Bonus and/or Ex-gratia:** As decided by the Board from time to time
- xx.
 - o **Other Perquisites:** Nil
 - o **Overall Remuneration:** The aggregate salary and perquisites stated in Clause IV (in any financial year shall not exceed the limit prescribed from time to time under Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V, Part II, Section II (A) to the Companies Act, 2013 as in force from time to time.
 - o **Minimum Remuneration:** The remuneration and terms of appointment shall be calculated on the basis of effective capital at the end of previous financial year and the remuneration shall be restricted upto the upper limit based on the effective capital as prescribed in Schedule V, Part II, Section II (A) to the Companies Act, 2013. In the event of loss and inadequacy of profit in any financial year during the currency of tenure of the service the payment of salary, commission, perquisites and other allowance shall be governed by the limits prescribed in Schedule V, Part II, Section II (A) to the Companies Act, 2013.

The Company has not issued any stock option plan for its employees. There is no severance fee applicable, the Company may terminate the appointment by giving a notice of 3 months in writing or paying the equivalent of the total fixed cost amount in lieu thereof.

Save and except Mr. M S Sharad himself, Mr. M P Satish Babu and Mrs. Sukanya Satish, father and mother of MS Sharad none of the other Director/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 4 of the Notice. The Board recommends resolution as set out at Item No. 4 of the Notice for approval by the shareholders as an Ordinary resolution.

Item No.5

TO CONSIDER APPROVAL FOR RELATED PARTY TRANSACTIONS – TRANSACTION WITH ASHRAY FARMS

Ashraya Farm is into poultry business since 1965 and one of the oldest vendor of the Company, who has been supplying eggs to the Company from the last 28 yrs. Ashraya Farm contributes significantly to the Company's growth by supplying quality raw material and at competitive price. Ashraya Farm is owned by Mr. M P Satish Babu, Promoter and Director. The Company also sells in limited quantity crushed egg shell powder to Ashray Farm. Mr. Shetty along with his son Mr. Mysore Satish Sharad, Managing Director and Mrs. Sukaanya Satish, are interested in this Transaction. The Company had obtained the approval of the shareholders of the Company at their 32nd Annual General Meeting for entering into transactions with Ashray Farms for upto an amount of Rs.300.00 Crores per year. This

transaction is required to be approved by the shareholders on a yearly basis, thus the Company proposes to obtain a fresh approval for entering into transactions with Ashray Farms for an amount of upto Rs.300.00 Crores, in supersession of the earlier resolution passed on 30 August 2024.

Thus as per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members by way of Ordinary Resolution is required for material related party transactions (i.e. transactions exceeding 10% of the turnover of the Company as per the latest audited financial statements or Rs. 1000 crore, whichever is lower). Transactions between your Company and Ashraya Farm shall exceed the threshold limit of the SEBI Listing Regulations during the current financial year and going forward as well as your Company expects significant growth in business volumes. The said transaction has been considered and approved by the Audit Committee and the Board of Directors of the Company at their respective meetings held on 27 May 2025. All such transactions are carried on and shall be continued at arm's length basis and in the ordinary course of business.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with Ashraya Farm in which Mr.Mysore Satish Sharad, Managing Director, Mr. M P Satish Babu, Director and Mrs.Sukanya Satish, Additional Director and all Promoters of the Company are interested.

Name of Related Party	Ashraya Farm
Name of the Director/KMP Interested	Mr.Mysore Satish Sharad Mr. M P Satish Babu Mrs.Sukanya Satish
Nature of relationship	Mr. M P Satish Babu is Proprietor of Ashray Farms, Mrs.Sukanya Satish is his wife and Mr.Mysore Satish Sharad is son.
Aggregate maximum value of the contract/ arrangement per transaction in any financial year	Rs. 30,000.00 Lakhs per year
Nature and material terms of Contract/ arrangement/ transaction	The proposed contracts/ arrangements/ transactions relate to sale /purchase of goods, which shall be governed by the Company's Related Party Transaction Policy and shall be approved by the Audit Committee within the overall limits approved by the members. Some of the arrangements could be in the form of Purchase Orders/ Sell Orders based on negotiations whose terms and conditions shall satisfy arm's length criteria.
Any other information relevant or important for the members to take a decision on the proposed resolution	Egg is the key raw material in the production process, available with related party at a market price and justified from economies of scale point of view.

The other details to be placed before Members in line with the SEBI Circular are given below:

Sl. No.	Particulars	Details
1.	Type, material terms and particulars of the proposed transaction	As detailed above the transaction to be entered into is at arm's length and is of continuous nature.
2.	Tenure of the proposed transaction	1 year

3.	Value of the proposed transactions	Rs. 30,000.00 Lakhs per year
4.	Percentage of the listed entity's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction on a voluntary basis	<p>Turnover of the Company for the F.Y2024-25 i.e as per last available audited Balance Sheet is Rs. 18,858.69 Lakhs.</p> <p>Proposed Limit – Rs. 30,000.00 Lakhs</p> <p>Percentage 159.08 %</p> <p>The proposed limit for purchase of raw materials, is based on Company's expected increase in production.</p> <p>As the proposed transaction together with earlier transactions exceed the threshold limit the Company is obtaining shareholder approval for the transaction.</p>
5.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i) Details of the source of funds in connection with the proposed transaction;</p> <p>ii) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure;</p> <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	Not Applicable
6.	Justification as to why the RPT is in the interest of the listed entity	<p>Egg is the key raw material in the production process. The major consumers of the products of the Company are in the European Union Japan, South East Asia, the Middle East, and African nations. The Company needs to ensure highest levels of quality for its products. Thus we need a reliable and uninterrupted source of egg supply for which the Company relies on long standing suppliers. Ashraya Farm has been supplying eggs from over 28 years before it became a related party in the year 2021. Further the supply of eggs are at a market price and</p>

		justified from economies of scale point of view as well.
7.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	As the transaction relates to sell / purchase of goods, the same is not applicable.
8.	Any other information relevant or important for the members to take decisions	<p>Ashraya Farm is into poultry business since 1965 and one of the oldest vendor of the Company, who has been supplying eggs to the Company from over 28 years. Ashraya Farm contributes significantly to the Company's growth by supplying quality raw material and at competitive price. The Farm has become Related Party of the Company since the acquisition of the majority stake in the Company by the owners and relatives of Ashray Farms.</p> <p>Mr.Mysore Satish Sharad, Mr. M P Satish Babu along with Mrs.Sukanya Satish holds 68.94% of the paid up share Capital of the Company as on 15 August 2025.</p> <p>Mr. M P Satish Babu as already stated is Proprietor of Ashray Farms.</p>

In view of compliance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members for the above Related Party Transactions is being sought by way of Ordinary Resolution.

The proposal outlined above will contribute to the growth of your Company and is in the interest of the Company. Hence, the Audit Committee and Board recommend the resolution set out in the Item 5 as an Ordinary resolution. None of the Related Parties shall vote in the resolution.

None of Director, key managerial personnel and their relatives, except Mr. Mysore Satish Sharad, Mrs.Sukanya Satish and Mr. M P Satish Babu are concerned or interested in the said resolution except to the extent of their directorship and shareholding in the Company.

Hence, the above Ordinary Resolution being in the interest of the Company, the Audit Committee and also the Board of Directors have proposed and recommended the same for your approval.

Item No. 6

APPOINTMENT OF MRS. SUKANYA SATISH (DIN: 02488406) AS DIRECTOR, NON EXECUTIVE, PROMOTER

The Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee ('NRC') at their meeting held on 04 September 2025, appointed Mrs. Sukanya Satish (Din: 02488406) as an Additional Director of the Company with effect from 04 September 2025. In terms of Section 161(1) of the Act, Mrs.Satish holds office upto the date of this Annual General Meeting ('AGM') and is eligible for appointment as a Director, Promoter Category. She will be liable to retire by rotation. The Company has also received a Notice from a Member in writing under Section 160(1) of the Act proposing her candidature for the office of Director.

Mrs.Satish, aged 58 years by qualification is a BHMS (Bachelor of Homeopathic Medicine and Surgery). Over the years she had been closely associated with the Ashraya Farm, a sole proprietorship owned by Mr.M P Satish Babu (spouse), and has shown active participation in managing human resources for the farm responsible for ensuring that the business runs smoothly and efficiently and that all the employees are happy and productive. She has been also active in social work of the family over the years.

Mrs.Satish is wife of Mr. M P Satish Babu and mother of Mr.Mysore Satish Sharad, Managing Director and is also a Promoter of the Company. She holds 19,43,000 equity shares equivalent to 20.45% of the paid up share capital of the Company as on 15 August 2025.

Details pursuant to Regulation 36(3) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 is given in Annexure to the notice.

Except Mrs.Sukanya Satish, Mr.M P Satish Babu and Mr. Mysore Satish Sharad, none of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

Item No 7

The Company has already taken approval from its shareholders for leasing of land for the purposes of establishing poultry farms and feeding mill. The Company is also planning to establish a brooder in poultry farm for which it requires additional land. A brooder in poultry farming is a specially designed heated enclosure used to keep young chicks and other newly hatched birds warm and protected until they are old enough to regulate their own body temperature.

In this regard the piece of land available with Mr.Mysore Satish Sharad at Survey nos. 255/5, 255/9, 255/10, 255/12 Bagganadu Kavalu village, J G Halli Hobli, Hiriya Taluk, Chitradurga District 577511 in the State of Karnataka is an ideal location, considering also the locations of the other units that the Company is planning to establish.

The land is owned by Mr.Mysore Satish Sharad, Managing Director, Promoter of the Company. It is well connected through means of transport and can also be easily accessed by the upcoming poultry farms and feed mills of the Company which will ensure smooth supply of raw materials and allowing lower inter unit transport cost for the Company. This is currently an agricultural land and can be converted to Industrial Land, if required.

As stated earlier the said land is owned by Mr.Mysore Satish Sharad, Managing Director, Promoter of the Company. As per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members by way of Ordinary Resolution is required for material related party transactions (i.e. transactions exceeding 10% of the turnover of the Company as per the latest audited financial statements or Rs. 1000 crore, whichever is lower). Transactions between your Company and Mr.Mysore Satish Sharad may exceed the threshold limit of the SEBI Listing Regulations during the current financial year. The said transaction has been considered and approved by the Audit Committee and the Board of Directors at their respective meetings held on 05 August 2025 of the Company. This transaction is proposed to be carried on at arm's length basis for a period of 30 years.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions Mr.Mysore Satish Sharad, Managing Director, Promoter of the Company, Mr. M P Satish Babu, Director and Mrs.Sukanya Satish, Additional Director the Company are interested.

Name of Related Party	Mr.Mysore Satish Sharad
Name of the Director/KMP Interested	Mr.Mysore Satish Sharad Mr. M P Satish Babu Mrs.Sukanya Satish
Nature of relationship	Managing Director and Promoter
Aggregate maximum value of the contract/ arrangement per transaction in any financial year	Total one time refundable Deposit amount of Rs. 1,26,29,233 (Rupees One Crore Twenty Six Lakh Twenty Nine Thousand Two Hundred Thirty Three only) and an annual rent of Rs. 5,000 (Rupees Five Thousand only) can be taken as the Maximum value of the Contract.
Nature and material terms of Contract/ arrangement/ transaction	<p>The proposed contract/ arrangement/ transaction relate to lease of land for period of 30 years which shall be governed by the Company's Related Party Transaction Policy.</p> <p>The annual ground rent per acre is currently around Rs.1,00,000 i.e. Rs.10,884,000 per year. The lease will continue for a period of 30 years, for which the Company is estimating an annual increase of 6% in ground rent during the next 30 years.</p> <p>Thus it is proposed to pay a refundable deposit of Rs. 1,26,29,233 (Rupees One Crore Twenty Six Lakh Twenty Nine Thousand Two Hundred Thirty Three only) and an annual rent of Rs. 5,000 (Rupees Five Thousand only) to Mr.Mysore Satish Sharad.</p> <p>The same has been considered and approved by the Audit Committee and Board of Directors.</p>
Any other information relevant or important for the members to take a decision on the proposed resolution	NA

The other details to be placed before Members in line with the SEBI Circular are given below:

Sl. No.	Particulars	Details
1.	Type, material terms and particulars of the proposed transaction	As detailed above the transaction to be entered into is at arm's length and shall continue for a period of 30 years.
2.	Tenure of the proposed transaction	30 years from the date of entering the Lease agreement

3.	Value of the proposed transactions	Total one time refundable Deposit amount of Rs. 1,26,29,233 (Rupees One Crore Twenty Six Lakh Twenty Nine Thousand Two Hundred Thirty Three only) and an annual rent of Rs. 5,000 (Rupees Five Thousand only) can be taken as the value of the proposed transaction.
4.	Percentage of the listed entity's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	<p>Turnover of the Company for the F.Y2024-25 i.e as per last available audited Balance Sheet is Rs. 18,858.69 Lakhs.</p> <p>Proposed Limit – Rs. 127.79 Lakhs (Deposit amount plus yearly rent for 30 year)</p> <p>Percentage – 0.68%</p> <p>As the proposed transaction together with earlier transactions may exceed the threshold limit, the Audit Committee and Board of Directors of the Company has suggested obtaining shareholder approval for the transaction.</p>
5.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i) Details of the source of funds in connection with the proposed transaction;</p> <p>ii) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure; applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	Not Applicable
6.	Justification as to why the RPT is in the interest of the listed entity	As the land belongs to the promoter of the Company having clear title, setting up of facilities at the said land will ensure uninterrupted and undisputed use of the property by the Company. The Company considers the transaction to be commercially beneficial.
7.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email	As the transaction relates to lease of land, the same is not applicable.

	address of the shareholders	
8.	Any other information relevant or important for the members to take decisions	The Company proposes to enter into related party transactions with Mr.Mysore Satish Sharad as per the table above, on an arm's length basis with the intention to further the Company's interest.

In view of compliance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members for the above Related Party Transactions is being sought by way of Ordinary Resolution.

The proposal outlined above will contribute to the growth of your Company and is in the interest of the Company. Hence, the Audit Committee and Board recommend the resolution set out in the Item 7 as an Ordinary resolution. None of the Related Parties shall vote in the resolution.

None of Director, key managerial personnel and their relatives, except Mr. Mysore Satish Sharad, Mrs.Sukanya Satish and Mr. M P Satish Babu are concerned or interested in the said resolution except to the extent of their directorship and shareholding in the Company.

Hence, the above Ordinary Resolution being in the interest of the Company, the Audit Committee and also the Board of Directors have proposed and recommended the same for your approval.

By Order of the Board
For Ovobel Foods Limited

Sd/
Prakriti Sarvouy
Company Secretary
ACS: 21962
Place: Bangalore
Date: 04 September 2025

Registered Office:

319/1 - 329, Golden Point, 2nd Floor,
Off Queens Road Cross, Behind Jain Hospital,
Vasanth Nagar, Bengaluru 560001, Karnataka, India.

Email: info@ovobelfoods.com, cs@ovobelfoods.com

Website: www.ovobelfoods.com

Annexure to the notice pursuant to Regulation 36(3) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015

Brief Profile of the Directors seeking appointment/re-appointment at the Thirty Third Annual General Meeting

Name of Director	Syed Fahad	Mysore Satish Sharad	Mrs. Sukanya Satish
DIN	01865406	08987445	02488406
Date of Birth	14/06/1987	23/11/1993	12/08/1967
Date of Appointment as Director	11 December 2020	11 December 2020	04 September 2025
Qualification	M.B.A.	B.B.M, M.B.A, & Master of Science in Business with a concentration in finance (M.S) from the U.S.A.	BHMS (Bachelor of Homeopathic Medicine and Surgery)
Expertise in Specific functional areas	He has more than 16 years of experience in his family business having interests in poultry sector with broiler farming, breeding, hatchery, feedmill, processed chicken segments and renewable energy sector with solar, wind and hydel power projects.	He is a third generation feed mill and layer farm owner and he has been involved in the business full time for more than 4 years and indirectly involved for more than 8 years. His family has been in into layer farming since 1965. He is Managing Director of the Company since June 2021. During his tenure the Company has entered new markets, taken steps towards backward integration, to reduce cost of raw materials and to reduce dependence on third parties for supplies along with expansion of capacity through acquisition and also envisioned plans for setting up new production units	Mrs.Satish, aged 58 years by qualification is a BHMS (Bachelor of Homeopathic Medicine and Surgery). Over the years she had been closely associated with the Ashraya Farm, a sole proprietorship owned by Mr.M P Satish Babu (spouse), and has shown active participation in managing human resources for the farm responsible for ensuring that the business runs smoothly and efficiently and that all the employees are happy and productive. She has been also active in social work of the family over the years.

Member of the Committees of the Board of Directors of the Company	Audit Committee Nomination & Remuneration Committee Corporate Social Responsibility Committee	Corporate Social Responsibility Committee	Nil
Directorship held in any other listed entity	Nil	Nil	Nil
Membership in the Committees of the Board of Directors of other Listed Entity in which he/she is a Director	Nil	Nil	Nil
No. of Equity Shares held in the Company directly or as beneficial holder	NIL as on 31 March 2025	17,76,606 equity shares equivalent to 18.70% as on 22 August 2025.	19,43,000 equity shares equivalent to 20.45%
Inter-se Relation-ships between Director	NA	Son of Mysore Padmanabhasetty Satish Babu and Mrs.Sukanya Satish	Mother of M S Sharad, Managing Director and wife of M P Satish Babu, Non Executive Director
Listed entities from which the person has resigned in the past three years	Nil	Nil	Nil