OVOBEL FOODS LIMITED
CIN : L85110KA1993PLC013875
319/1 - 329, Golden Point, 2nd Floor, Off Queens Road Cross, Behind Jain Hospital, Vasanth Nagar, Bengaluru - 560 001, Karnataka, INDIA | Tel : 91-80-25594145 / 25594146 | E-mail : info@ovobelfoods.com
URL : http://www.ovobelfoods.com

NOTICE TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an Extra Ordinary General Meeting of the Members of Ovobel Foods Limited will be held at Shanthi Sagar (Party Hall) No.9/1, Tank Road, Near Halasuru Lake, Bengaluru 560042 on Tuesday, 11 November 2025 at 10:30 a.m. to transact the following businesses:

SPECIAL BUSINESS:

1. **TO CONSIDER APPROVAL FOR RELATED PARTY TRANSACTIONS – TRANSACTION WITH ASHRAYA 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 Ashraya 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."

2. **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, Hiriyur 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

Prakriti Sarvouy
Company Secretary
ACS: 21962
Place: Bangalore
Date: 17 October 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. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Special Business to be transacted at this Extraordinary General Meeting ('EGM') is annexed.

2. A member entitled to attend and vote at the Extraordinary General Meeting (the 'meeting') is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the registered office of the company not less than forty-eight hours before the commencement of the meeting. A proxy form is sent herewith.

    a. A person can act as a proxy on behalf of not exceeding fifty (50) and holding in aggregate not more than ten
    (10) percentage of the total share capital of the company carrying voting rights. A member holding more than ten (10) percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Proxies shall be made available for inspection during twenty-four hours before the time fixed for commencement of the meeting and ending with conclusion of the meeting.

4. Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.

5. Members are requested to intimate change in their address, if any, immediately to the Company's Registrar & Share Transfer Agent Maheshwari Datamatics Private Limited, 23 R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001 by quoting their Folio Number(s).

6. Members holding shares in physical mode are also requested to update their email addresses by writing to the RTA of the Company quoting their folio number(s).

7. Any member desirous of getting any information on the accounts of the Company is required to forward his/her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting.

8. The complete particulars of the venue of the Meeting including route map and prominent landmark for easy location is enclosed for the convenience of the Members.

9. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self-attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.

10. In case of joint holders attending the meeting, the Member whose name appears as the first holder as per the Register of Members of the Company will be entitled to vote.

11. Corporate Members are required to send to the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the EGM.

12. Members / Proxies should bring the enclosed Attendance Slip duly filled in for attending the meeting.

13. The facility for voting through ballot/polling papers shall also be made available at the venue of Extraordinary General Meeting and the members who have not cast their votes by remote e-voting shall be able to vote at the meeting through ballot/polling paper. The members who have cast their vote by remote E-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

14. **The E-voting period commences at 10.00 A.M. on Saturday, 08 November 2025 and ends at 5.00 P.M. (IST) on Monday, 10 November 2025.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Tuesday 04 November 2025** may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

15. The voting rights of shareholders shall be in proportion to their shares of the paid up Equity Share Capital of the Company as on the cut-off date of **Tuesday 04 November 2025** and in case of individual shareholder who acquire equity share of the company and become member after despatching notice and hold equity share as on the cut-off date **Tuesday 04 November 2025** may follow the steps mentioned in this notice for remote e-voting and joining the physical meeting.

16. Any shareholder(s) holding shares in physical form or non-individual shareholders who acquire shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on the cut- off date **Tuesday 04 November 2025**, may obtain the User ID and Password by sending a request at helpdesk.evoting@cdslindia.com. However, if the Member is already registered with CDSL for remote e-Voting then the Member can use the existing User ID and password for casting the vote.

17. Once the vote on a resolution is cast by the Members, the member shall not be allowed to change it subsequently

18. The members who have cast their vote by vote electronically prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again

19. 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.

20. Only those persons who are Members of the Company as on the cut-off date i.e**. Tuesday 04 November 2025** will be able to attend the EGM and a person who is not a member as on the cut-off date should treat this Notice for information purpose only.

21. Notice of the EGM along with attendance slip, proxy form along with the process, instructions, and the manner of conducting E-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s).

22. Members who hold shares in the certificate form or who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the EGM Notice or participate in the EGM, or cast their votes through e-voting or through poll, are required to register their e-mail addresses with the Company, may send a letter requesting for registration of their e-mail addresses, mentioning their name and DP ID & Client ID/folio number, through e-mail at cs@ovobelfoods.com or to Share Transfer Agent of the Company, M/s. Maheshwari Datamatics Pvt. Ltd., 23 R.N Mukherjee Road, 5th Floor, Kolkata – 700001, Contact No.: 033 2243029/22482248, Fax–033 22484787, E-mail: mdpldc@yahoo.com.

23. The 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 their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent, Maheshwari Datamatics Private Limited.

24. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions.

25. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

26. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM.

    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 agency. The facility of casting votes by a member using remote e-voting system will be provided by CDSL.

27. The Scrutinizer shall scrutinize the remote e-voting process as well as voting at the venue of the EGM. The Scrutinizer shall, immediately after the conclusion of voting at the Extraordinary General Meeting, unblock the votes cast through remote e-Voting from the e-Voting system and make, not later than two working days from the conclusion of the Meeting, a Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

    The Chairman or the person authorised by him in writing shall forthwith on receipt of the Scrutinizer's Report, declare the result of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.ovobelfoods.com and shall also be communicated to the Stock Exchanges where the Company is listed, i.e., Bombay Stock Exchange.

28. Subject to the receipt of requisite number of votes, the resolution forming part of the EGM notice shall be deemed to be passed on the date of the EGM, i.e. **Tuesday, 11 November, 2025**.

29. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-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. on Saturday, 08 November 2025 and ends at 5.00 P.M. (IST) on Monday, 10 November 2025**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date **Tuesday 04 November 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 above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.
	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. 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 CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.
	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 Shareholders holding securities in demat mode with **NSDL Depository**	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. 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.
	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

	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.
	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 o**n 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.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	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.

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 21 09911
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.: 022 - 4886 7000 and 022 - 2499 7000

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 remote e-Voting 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 Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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. • 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.

(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 of **OVOBEL FOODS LIMITED** 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 – For Remote Voting only**

- 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 will be mapped automatically & can be delinked in case of any wrong mapping.
- 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 mandatorily 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 (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 through Depository.

If you have any queries or issues regarding attending EGM & 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.

INFORMATION FOR MEMBERS

1. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD- 1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_ IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

   Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login).

2. **Mandatory updation of records by Members holding shares in physical form:**

   Shareholders holding shares in physical form are requested to furnish/update PAN, KYC details and Nomination details immediately to the Company's RTA by completing and forwarding the Forms listed below along with enclosures mentioned therein.

   i. Form ISR-1: For Updation of PAN, Email address, Bank details etc
   ii. Form ISR-2: For Updation of signature
   iii. Form ISR-3: Declaration Form to Opt-out of Nomination
   iv. Form ISR-4: Request for issue of Duplicate Certificate and other Service Requests
   v. Form ISR-5: Request for Transmission of Securities by Nominee or Legal Heir
   vi. Form SH-13: For Updation of Nomination
   vii. Form SH-14: Cancellation or Variation of Nomination

The downloadable forms for updating the aforesaid details are available at RTA website at www.mdpl.in. Members are requested to forward duly completed and signed forms along with supporting(s), if any, to the Company's RTA M/s. Maheshwari Datamatics Private Limited, 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700001.

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. 1 and 2 of the accompanying Notice dated 17 October 2025:

Item No.1

TO CONSIDER APPROVAL FOR RELATED PARTY TRANSACTIONS – TRANSACTION WITH ASHRAYA 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 Ashraya Farm. Mr.Shetty along with his son Mr.Mysore Satish Sharad, Managing Director and Mrs.Sukanya 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 Ashraya 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 Ashraya Farms for an amount of upto Rs.300.00 Crores, in supersession of the earlier resolution passed on 30 August 2024.

The shareholders to also note that at its 33rd Annual General Meeting held on 30 September 2025, the Company had placed this resolution before the shareholders of the Company, however the same was not carried /passed by the Members voting. Thus it is again reiterated here that Ashraya Farms is the oldest vendor of the Company and the majority stake in the Company is currently held by the promoters of Ashraya Farms. Ashraya Farm is a sole proprietor firm and is owned by Mr. M P Satish Babu who holds 69.2446 % of the paid up share capital in the Company along with his spouse Mrs.Sukanya Satish and son Mr.Mysore Satish Sharad. As the eggs will be supplied by the promoters themselves, there will be assurance of quality, timely supply and stability in prices of eggs which in turn will be beneficial for the Company's growth and will create value for shareholders as well. Thus the Board of Directors and the Audit Committee recommends the resolution for approval of the shareholders.

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	Turnover of the Company for the F.Y2024-25 i.e as per last available audited Balance Sheet is Rs. 18,858.69 Lakhs. Proposed Limit – Rs. 30,000.00 Lakhs Percentage 159.08 % The proposed limit for purchase of raw materials, is based on Company's expected increase in production. As the proposed transaction together with earlier transactions exceed the threshold limit the Company is obtaining shareholder approval for the transaction.
5.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) Details of the source of funds in connection with the proposed transaction; ii) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or	Not Applicable

	investments, nature of indebtedness; cost of funds; and tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
6.	Justification as to why the RPT is in the interest of the listed entity	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 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	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. 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. Mr. M P Satish Babu as already stated is Proprietor of Ashray Farms.

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 2

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, Hiriyur 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.

The shareholders to also note that at its 33rd Annual General Meeting held on 30 September 2025, the Company had placed this resolution before the shareholders of the Company, however the same was not carried /passed by the Members voting. Thus it is again reiterated here that the Company is trying to integrate backward, so that going further in time, the Company is able to meet substantial part of its demand for supply of eggs from its own farms. In this regard, acquiring lands from markets will to huge expenses and will also be time consuming for the Company. Thus it is proposed to obtain the same on lease from the promoters of the Company. This will ensure long term unhindered usage of the land creating value for both Company and its shareholders.

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/	Total one time refundable Deposit amount of Rs.

arrangement per transaction in any financial year	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	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. 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. 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. The same has been considered and approved by the Audit Committee and Board of Directors.
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	Turnover of the Company for the F.Y2024-25 i.e as per last available audited Balance Sheet is Rs. 18,858.69 Lakhs. Proposed Limit – Rs. 127.79 Lakhs (Deposit amount plus yearly rent for 30 year) Percentage – 0.68% 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.
5.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) Details of the source of funds in connection with the proposed transaction; 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	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 address of the shareholders	As the transaction relates to lease of land, the same is not applicable.
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

Prakriti Sarvouy
Company Secretary
ACS: 21962
Place: Bangalore
Date: 17 October 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

ATTENDANCE SLIP

OVOBEL FOODS LIMITED

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

CIN: L85110KA1993PLC013875

Extraordinary General Meeting on Tuesday, 11 November, 2025

Name of the Member attending meeting	
Registered Address	
Reg. Folio/DP & Client No.	
No. of Shares held	

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Extraordinary General Meeting of the Company to be held on Tuesday, 11 November, 2025 at 10:30 A.M. at Shanthi Sagar (Party Hall) No.9/1, Tank Road, Near Halasuru Lake, Bengaluru 560042.

Member's Name ______________________ Proxy's Name ______________________

Member's/Proxy's Signatures __________________

Note:-

1) Please fill this attendance slip and hand it over at the entrance of the premises.

2) The Proxy, to be effective should be deposited at the registered office of the Company not less than FORTY-EIGHT HOURS before the commencement of the meeting.

3) A Proxy need not be a member of the Company.

4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

Form No. MGT-11 (Proxy Form)

[Pursuant to Sec 105(6) of the Companies Act, 2013 & rule 19(3) of the Companies (Management and Administration) Rules, 2014]

OVOBEL FOODS LIMITED

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

CIN: L85110KA1993PLC013875

Extraordinary General Meeting on Tuesday, 11 November, 2025

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No /Client ID	
DP ID	
No. of Shares	

I/We, being the member(s) holding _________shares of the above-named Company, hereby appoint

Name:	E-mail Id:
Address:	
Signature: or failing him/her	

Name:	E-mail Id:
Address:	
Signature: or failing him/her	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Tuesday, 11 November, 2025 at 10:30 A.M. at Shanthi Sagar (Party Hall) No.9/1, Tank Road, Near Halasuru Lake, Bengaluru 560042 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	**Resolution**	**Vote**	
		For	**Against**
Special Business:			
1.	To consider approval for related party transactions – transaction with Ashraya Farms		
2.	To consider approval for related party transactions – lease of land from Mr.Mysore Satish Sharad		

Affix Revenue Stamps of Rs.

1/-

Signed this ____day of ____2025

Signature of Shareholder across Revenue Stamp

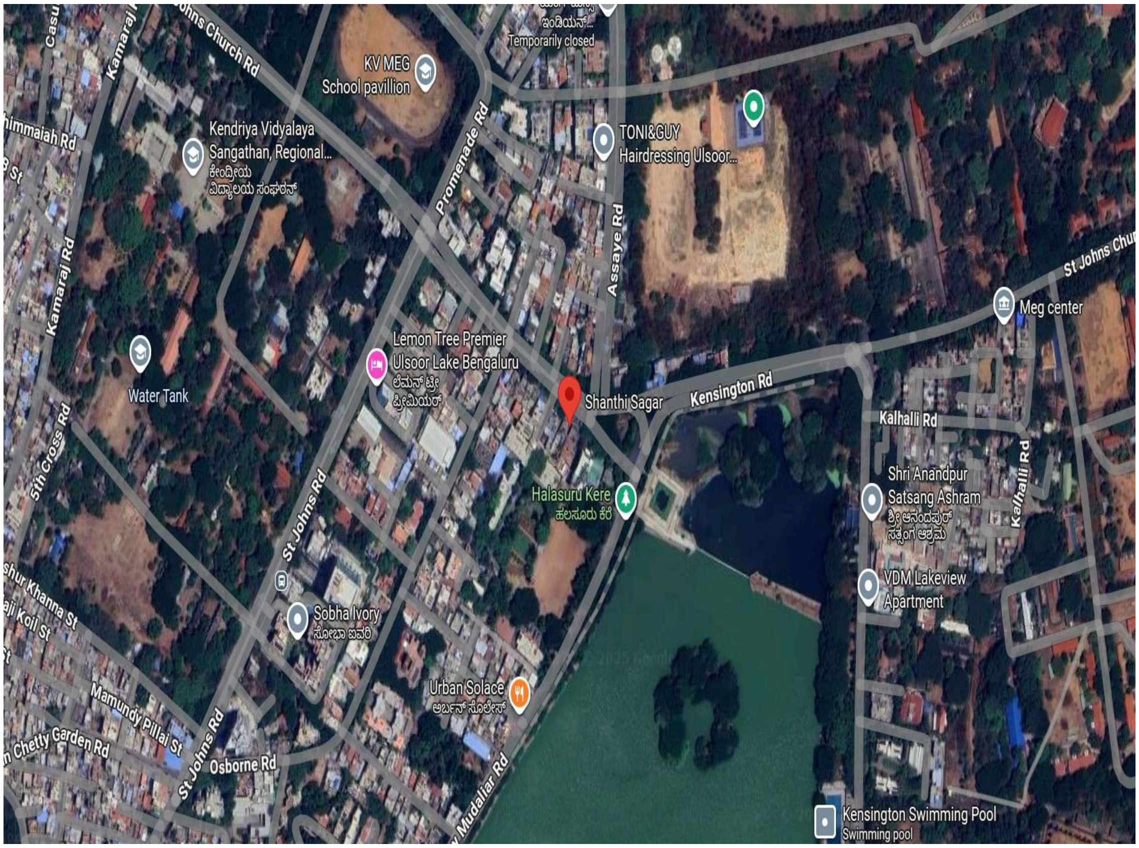
Signature of Proxy holder

Signature of the shareholder

Note:

1) This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.
2) The proxy need not be a member of the company.

Route Map for easy location of venue of the Extraordinary General Meeting



OVOBEL FOODS LIMITED

CIN - L85110KA1993PLC013875

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

Tel: 080 -25594145/25594147, **Fax**: 080-25594147,

E Mail ID-info@ovobelfoods.com, cs@ovobelfoods.com

Website: www.ovobelfoods.com