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 THIRTY FOURTH Annual General Meeting of the Members of Ovobel Foods Limited will be held through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), on Monday, 28 September 2026 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, 2026 together with the Report of the Board of Directors and the Auditors thereon.**

To consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

"**RESOLVED that** the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2026 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted."

2. **RE-APPOINTMENT OF MR. SATISH BABU PADMANABHA SHETTY (DIN: 02504337), AS A DIRECTOR LIABLE TO RETIRE BY ROTATION**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

"**RESOLVED that** Mr. Satish Babu Padmanabha Shetty (DIN: 02504337), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company."

3. **RE-APPOINTMENT OF STATUTORY AUDITORS**

To consider and pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors, ASA & Associates LLP, Chartered Accountants (Firm Registration No: 009571N/N500006), be and are hereby re-appointed as the Statutory Auditors of the Company for a second term of five (5) consecutive years, to hold office from the conclusion of this 34th Annual General Meeting till the conclusion of the 39th Annual General Meeting of the Company to be held in the year 2031, at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the audit, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS:

4. **APPOINTMENT OF MR. MYSORE NARAYANA SREEDHARA (DIN: 11869512) AS AN INDEPENDENT DIRECTOR**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Mysore Narayana Sreedhara (DIN: 11869512), who was appointed as an Additional Director (Non-Executive & Independent) of the Company with effect from 10 August 2026 pursuant to Section 161 of the Act and who has submitted a declaration confirming that he meets the criteria of independence as provided under Section 149(6) of the Act and the applicable provisions of the SEBI LODR Regulations and is eligible for appointment as an Independent Director, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from 10 August 2026 up to 9 August 2031.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, forms and writings as may be necessary, proper, expedient or incidental for giving 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, 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 sale of crushed egg shell powder notwithstanding that the aggregate value of such transaction(s) may exceed the applicable materiality thresholds prescribed under the Listing Regulations, provided that the said contract(s)/arrangement(s)/transaction(s) shall be carried out on 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."

6. **TO CONSIDER APPROVAL FOR RELATED PARTY TRANSACTIONS – LEASE OF LAND AND FARM FACILITY FROM MRS. SUKANYA SATISH & MR. SATISH BABU PADMANABHA SHETTY**

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 Mrs.Sukanya Satish & Mr. Satish Babu Padmanabha Shetty, Directors & Promoters and 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 19 years a piece and parcel of land admeasuring about 30 acres, 39.75 guntas, situated, lying and being at Survey nos. 324, 325/1, 325/2, 325/3, 325/4, 326/1, 326/ 3,326/ 4,326/ 5,326/ 7,327, 328/1, 328/2, 329/5,330/ 3,331/ 2,331/3,332/1 Thumbla village, Kasaba Hobli, T Narasipura Taluk, Mysore District, Pincode 571 110 in the State of Karnataka, with its existing Layer farms with a capacity of 142,500 layer hens, upon paying a refundable deposit of Rs. 6,91,66,375 (Rupees Six Crore Ninety One Lakh Sixty Six Thousand Three Hundred Seventy Five only) and a monthly rent of Rs.4,98,750 (Rupees Four Lakh Ninety Eight Thousand Seven Hundred Fifty only) with 5% annual escalation, 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."

7. **TO CONSIDER APPROVAL FOR RELATED PARTY TRANSACTIONS – LEASE OF LAND AND FACILITY FROM MR. SATISH BABU PADMANABHA SHETTY**

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.Satish Babu Padmanabha Shetty, 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 19 years a piece and parcel of land admeasuring about 5 acres, 39.5 guntas, situated, lying and being at Survey nos. 163 (formerly Survey no. 20) Mysore - Bannur Main road, State Highway-33 Harohalli village, Varuna Hobli, Mysore Taluk, Mysore District, Pincode 570 010 in the State of Karnataka, with its existing Fully automated feedmill with a capacity of 14 tons/hour and other added infrastructure facilities fully described in the explanatory statement attached hereto, upon paying a refundable deposit of Rs. 3,34,04,611 (Rupees Three Crore Thirty Four Lakh Four Thousand Six Hundred Eleven only) and a monthly rent of Rs.4,01,667 (Rupees Four Lakh One Thousand Six Hundred Sixty Seven only) with 5% annual escalation, 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: 31 August 2026

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 No. 03/2025 dated 22 September 2025 read with Circular No.14/2020 dated 8th April 2020, Circular No.17/2020 dated 13th April 2020, Circular No.20/2020 dated 5th May 2020 issued by the Ministry of Corporate Affairs ('MCA) (collectively the "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. 17/2011dated 21-4-2011, members are requested to provide their email ids to the Company at its Registered Office at 319/1 - 329, Golden Point, 2nd Floor, Off Queens Road Cross, Behind Jain Hospital, Vasanth Nagar, Bengaluru 560001, Karnataka, India (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 – compliance@mdplcorporate.com).

6. Members are requested to notify any change in their address / mandate / bank details immediately to the Company at its Registered Office at 319/1 - 329, Golden Point, 2nd Floor, Off Queens Road Cross, Behind Jain Hospital, Vasanth Nagar, Bengaluru 560001, Karnataka, India (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: compliance@mdplcorporate.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 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 Tuesday, 22 September 2026 to Monday, 28 September 2026 (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 2025-26 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 2025-26 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 Friday, 25 September 2026 and ends at 5.00 P.M. (IST) on Sunday, 27

September 2026. During this period, Members holding shares either in physical or de-materialized form as on the Cut-Off Date i.e., Monday 21 September 2026 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. **SEBI, vide Circular No. HO/38/13/11(2)2026-MIRSDPOD/I/3750/2026 dated January 30, 2026, has opened a special window to facilitate re-lodgement of transfer and dematerialisation of physical securities. The window will remain open for a period of one year, i.e., from February 05, 2026 to February 04, 2027.**

    This special facility will be available for transfer of the shares that were sold or purchased prior to 1st April, 2019. Additionally, the facility extends to transfer requests that were submitted earlier but were rejected, returned, or not attended to due to deficiencies in documents, process issues, or for any other reason.

    Eligible shareholders who wish to avail the opportunity are requested to submit the requisite documents to Company at 319/1 - 329, Golden Point, 2nd Floor, Off Queens Road Cross, Behind Jain Hospital, Vasanth Nagar, Bengaluru 560001, Karnataka, India (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: compliance@mdplcorporate.com).
    Investors are informed that the securities re-lodged for transfer pursuant to the above circular, shall only be issued in demat form.

20. 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. The forthcoming Annual General Meeting ("AGM") of the Company will be conducted through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in accordance with the applicable provisions of the Companies Act, 2013, the rules made thereunder and the relevant circulars/clarifications issued by the Ministry of Corporate Affairs ("MCA") and other applicable regulatory authorities from time to time. Accordingly, Members can attend and participate in the ensuing AGM through VC/OAVM. The detailed procedure for attending and participating in the AGM through VC/OAVM is provided in the Notice of the AGM.

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 website of the Stock

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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, General Circular No. 10/2022 dated 28.12.2022, General Circular No. 09/2023 dated 25.09.2023, General Circular No. 09/2024 dated 19.09.2024, and after due examination, it has been decided to allow companies to conduct their AGMs and EGMs through VC or OAVM till further orders, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020, vide General Circular No. 03/2025 dated 22.09.2025."

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. Friday, 25 September 2026 and ends at 5.00 P.M. (IST) on Sunday, 27 September 2026. 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 Monday, 21 September 2026 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**	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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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	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

with **NSDL Depository**	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. 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 or joining virtual meeting & voting during the meeting 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.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	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.

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: 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 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 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 for the relevant <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 –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 / compliance@mdplcorporate.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 no. 1800 21 09911.

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 21 09911.

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 Friday, 25 September 2026 and ends at 5.00 P.M. (IST) on Sunday, 27 September 2026. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday 21 September 2026 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 Monday 21 September 2026.
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 31 August, 2026:

Item No. 3

RE-APPOINTMENT OF STATUTORY AUDITORS

ASA & Associates LLP, Chartered Accountants (Firm Registration No: 009571N/N500006), were appointed as the Statutory Auditors of the Company for their first term of five consecutive years at the 29th Annual General Meeting held on 24th September, 2021 and hold office up to the conclusion of the ensuing Annual General Meeting.

Based on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 27 May 2026, has approved the re-appointment of ASA & Associates LLP, Chartered Accountants, as the Statutory Auditors of the Company for a second term of five consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the 39th Annual General Meeting to be held in the year 2031, subject to the approval of the Members.

The Audit Committee has considered various parameters including the capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's business segment, market standing of the firm, technical knowledge, independence, professional integrity, quality of audit, and has recommended their re-appointment.

ASA & Associates LLP, Chartered Accountants, have conveyed their consent to act as the Statutory Auditors of the Company and have confirmed that:

(a) their re-appointment, if made, will be in accordance with the conditions prescribed under the Companies Act, 2013 and the rules made thereunder;
(b) they satisfy the criteria provided under Section 141 of the Companies Act, 2013; and
(c) they are eligible for re-appointment for a second term of five consecutive years under the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided below:

Particulars	Details
Proposed fees payable to the Statutory Auditors	Rs. 13.40 lakh per annum, exclusive of applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the statutory audit.
Basis of recommendation for appointment	The Audit Committee considered the experience, expertise, industry knowledge, independence, audit quality, peer reputation and past performance of the audit firm while recommending its re-appointment.
Details in relation to and material change in fee payable to such auditor from that paid to the outgoing auditor along with rationale for such change	There is no material change in the audit fees payable to the Statutory Auditors as compared to the previous year. The existing Auditor is being re-appointed and the proposed increase in fees is on account of a general revision in professional fees.
Credentials of the Statutory Auditors	ASA & Associates LLP, Chartered Accountants, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India and possesses extensive experience in providing audit and assurance services to companies across various sectors, including listed entities. ASA & Associates LLP have over 34 years of professional experience and provide a wide range of services, including Audit & Assurance, Taxation, Accounting and Business Support, Business Advisory, Corporate Strategy and Mergers & Acquisitions advisory services. The firm has offices across various cities in India, including Gurgaon, Ahmedabad, Bengaluru, Chennai, Hyderabad, Kochi, Mumbai and New Delhi. The firm has affiliations in over 39 countries and is a member of various trade chambers. It also possesses significant experience in international trade and industry engagement and has served as a consultant to organizations such as the U.S. Commercial Office, Swiss Chamber, German Chamber, Japan Trade Organization and U.K. Trade Offices.

Besides the statutory audit, the Company may obtain tax audit services from the Statutory Auditors, for which they shall be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee.

The Audit Committee and the Board of Directors shall consider approval of revisions to the remuneration of the Statutory Auditors for the remaining part of the tenure. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors. None of the Directors and/ or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board recommends the resolution set forth in Item No. 3 for the approval of Members as an Ordinary Resolution

Item No.4

APPOINTMENT OF MR. MYSORE NARAYANA SREEDHARA (DIN: 11869512) AS AN INDEPENDENT DIRECTOR

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), at its meeting held on 10 August 2026, appointed Mr. Mysore Narayana Sreedhara (DIN: 11869512) as an Additional Director (Non-Executive & Independent) of the Company with effect from 10 August 2026, pursuant to Section 161(1) of the Companies Act, 2013 ("Act"), subject to approval of the Members of the Company.

In terms of Section 161(1) of the Act, Mr. Sreedhara holds office as an Additional Director up to the date of the ensuing General Meeting and is eligible for appointment as a Director. The Company has received a notice in writing under Section 160 of the Act from a Member proposing the candidature of Mr. Mysore Narayana Sreedhara for the office of Director.

Based on the recommendation of the NRC and subject to the approval of the Members, it is proposed to appoint Mr. Mysore Narayana Sreedhara as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from 10 August 2026 and ending on 9 August 2031, in accordance with the provisions of Section 149 read with Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

The Company has received the requisite consent, disclosures and declarations from Mr. Mysore Narayana Sreedhara, including his consent to act as a Director in Form DIR-2, declaration in Form DIR-8, disclosure of interest in Form MBP-1 and declaration of independence pursuant to Section 149(7) of the Act and the applicable provisions of the SEBI LODR Regulations.

Mr. Sreedhara has submitted a declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations. In terms of Regulation 25(8) of the SEBI LODR Regulations, Mr. Sreedhara has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective and independent judgment.

Mr. Sreedhara has also confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act and that he has not been debarred or restrained from acting as a Director by the Securities and Exchange Board of India ("SEBI"), Ministry of Corporate Affairs, any stock exchange or any other statutory or regulatory authority.

Mr. Sreedhara has registered himself with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA"), in accordance with the applicable provisions of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Mr. Sreedhara fulfils the conditions specified under the Act read with the rules made thereunder and the applicable provisions of the SEBI LODR Regulations for his appointment as an Independent Non-Executive Director of the Company and is independent of the management.

The terms and conditions of appointment of Independent Directors are available on the website of the Company at www.ovobelfoods.com.

Mr. Mysore Narayana Sreedhara has extensive professional experience in the field of taxation and financial laws. He completed CA Inter in the year 1988 and commenced practice as a Tax Practitioner in 1989. In the initial years of his career, he primarily focused on matters relating to the Sales Tax Act, subsequently expanding his practice to Value Added Tax (VAT), and presently Goods and Services Tax (GST). He has also been practicing under the Income Tax Act for the past 38 years and possesses significant experience in taxation, compliance and advisory matters.

Based on his qualifications, experience, knowledge and expertise, the Board is of the opinion that Mr. Sreedhara possesses the requisite skills and capabilities required for the role of an Independent Director and that his association with the Company would be beneficial to the Company. The Board is also of the opinion that he fulfils the conditions specified in the Act and the rules made thereunder and the applicable provisions of the SEBI LODR Regulations for appointment as an Independent Director and that he is independent of the management of the Company.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17, Regulation 25(2A) and other applicable provisions of the SEBI LODR Regulations, the appointment of Mr. Mysore Narayana Sreedhara as an Independent Director for five (5) consecutive years commencing from 10 August 2026 and ending on 9 August 2031 is placed before the Members for their approval by way of a Special Resolution.

Mr. Sreedhara shall be entitled to sitting fees and reimbursement of expenses for attending meetings of the Board and Committees thereof, in accordance with applicable law and the Company's policy.

Except Mr. Mysore Narayana Sreedhara, none of the other Directors, Key Managerial Personnel ("KMP") of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolution set out at Item No. 4 of the accompanying Notice for approval of the Members by way of a Special Resolution.

Item No.5

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

Ashray Farms has been engaged in the poultry business since 1965 and is one of the Company's long-standing suppliers, having supplied eggs to the Company for over 28 years. Ashray Farms supplies eggs, which are a key raw material for the Company's production process. The Company also sells crushed egg shell powder in limited quantities to Ashray Farms. Mr. M. P. Satish Babu, Non-Executive Promoter Director of the Company, is the proprietor of Ashray Farms. Mr. Mysore Satish Sharad, Managing Director, and Mrs. Sukanya Satish, Non-Executive Promoter Director, are also interested in the proposed transactions by virtue of their relationship with Mr. M. P. Satish Babu.

In accordance with Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the omnibus approval for material related party transactions obtained at an Annual General Meeting is valid until the date of the next Annual General Meeting, subject to the applicable statutory timeline. Accordingly, the Company proposes to obtain fresh approval of the shareholders for entering into transactions with Ashray Farms for an amount up to ₹300.00 Crores for the relevant approval period.

Thus, as per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members by way of an Ordinary Resolution is required for material Related Party Transactions. A transaction shall be considered material if the transaction(s) to be entered into individually or taken together with previous transaction(s) during a financial year exceed ₹1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower. The transactions between the Company and Ashray Farms are expected to exceed the applicable threshold prescribed under the SEBI Listing Regulations during the current financial year, and the Company expects significant growth in its business volumes. The proposed transactions have been considered and approved by the Audit Committee, and the Board of Directors has recommended the proposed resolution for approval by the members at their respective meeting held on 27 May 2026. All such transactions are and shall continue to be undertaken on an arm’s length basis and in the ordinary course of business.

The following information is provided in respect of the proposed Related Party Transaction with Ashray Farms in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable SEBI Industry Standards on minimum information to be provided for approval of Related Party Transactions.

Particulars	**Details**
Name of the Related Party	Ashray Farms
Name of the Director/KMP Interested	Mr.Mysore Satish Sharad Mr. Satish Babu Padmanabha Shetty Mrs.Sukanya Satish
Relationship with the Company / subsidiary / promoter / director / KMP	Mr. M. P. Satish Babu, Director of the Company, is the proprietor of Ashray Farms. Mrs. Sukanya

	Satish, Director of the Company, is his wife and Mr. Mysore Satish Sharad, Managing Director of the Company, is his son.
Nature of transaction/ Description of goods or services	Purchase of eggs and sale of crushed egg shell powder.
Nature, material terms and particulars of the proposed transaction	The proposed transactions relate to purchase of eggs from Ashray Farms and sale of crushed egg shell powder to Ashray Farms, as applicable. The transactions shall be undertaken in the ordinary course of business and on an arm's length basis and shall be governed by the Company's Related Party Transaction Policy. The transactions may be undertaken through Purchase Orders/Sale Orders or other commercial arrangements, as may be mutually agreed between the parties.
Tenure / duration of the transaction	Until the date of the next Annual General Meeting, subject to the applicable statutory timeline."
Value / estimated value of the transaction	₹30,000.00 lakhs (₹300.00 Crores), being the maximum aggregate value of the proposed transactions during the approval period. The actual transaction value may vary depending upon the Company's business requirements, production volumes, quantities purchased/sold and prevailing market prices.
Percentage of the Company's annual consolidated turnover represented by the transaction	111.16 %
Details of transaction(s) with the same Related Party during the relevant financial year / preceding period, as applicable	₹14,164.85 lakhs
Value of previous transaction(s), if any	During FY 2025-26, eggs amounting to ₹14164.85 lakhs were purchased from Ashray Farms. No sale of crushed egg shell powder was made to Ashray Farms during the said period.
Whether the transaction is a material Related Party Transaction under Regulation 23	Yes
Whether the transaction is in the ordinary course of business	Yes
Whether the transaction is on an arm's length basis	Yes
Basis for pricing / commercial terms	The pricing of eggs shall be determined with reference to the prevailing market prices and other relevant commercial factors at the time of each transaction. Accordingly, the price of eggs may vary during the year depending upon prevailing market conditions. The commercial

	terms shall be negotiated on an arm's length basis and shall be consistent with the Company's normal business practices. The pricing of crushed egg shell powder shall be determined based on prevailing market conditions and other relevant commercial factors. The commercial terms shall be negotiated on an arm's length basis and shall be consistent with the Company's normal business practices.
Business rationale / benefit expected by the Company	"Eggs are a key raw material in the Company's production process. Ashray Farms has been a long-standing supplier of eggs to the Company and has been supplying eggs for over 28 years. The proposed purchase of eggs is expected to ensure a reliable and uninterrupted supply of quality raw material and support the Company's production requirements and anticipated increase in business volumes. The sale of crushed egg shell powder is incidental to the Company's production process and represents a minor component of the proposed transactions. The transactions shall be undertaken at prevailing market prices and on an arm's length basis
Whether all factors relevant to the contract have been considered	Yes. The Company has considered the nature and volume of its business requirements, availability of eggs, prevailing market prices, quality and other relevant commercial considerations, as well as the need for continuity of supply and operational efficiency, while determining the proposed transaction limit.
Funding source / manner of meeting financial obligations, where applicable	Not Applicable – the proposed transaction relates to purchase of eggs and sale of crushed egg shell powder and does not involve any loan, advance, investment or other financing arrangement.
Whether any advance is paid / received	"No advance is proposed to be paid/received. Payments shall be made in accordance with the normal commercial terms applicable to the Company's suppliers."
Valuation report / external expert opinion, where applicable	"Not Applicable. The proposed transactions relate to purchase and sale of goods and no valuation report or external expert opinion has been relied upon for determining the transaction terms."
Details of guarantees, security or collateral, where applicable	Not applicable
Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services."	No bidding or other process was conducted for this purpose. The proposed transaction is based on the

	Company's operational requirement for a consistent supply of eggs meeting the required quality specifications. The Company has considered the commercial terms and suitability of the supplier, including its experience, ability to meet the Company's quality requirements and capacity to ensure continuity of supply.
Any other relevant or material information necessary for members to take an informed decision	Ashray Farms has been engaged in the poultry business since 1965 and is one of the long-standing suppliers of eggs to the Company, having supplied eggs to the Company for over 28 years. The proposed transactions are part of the Company’s normal business operations and are intended to support the Company’s requirement for quality and uninterrupted supply of eggs. Mr. M. P. Satish Babu, Director of the Company, is the proprietor of Ashray Farms. Mr. Mysore Satish Sharad, Mr. M. P. Satish Babu and Mrs. Sukanya Satish collectively hold 69.65% of the paid-up share capital of the Company as on 30 June 2026. The proposed transactions shall be undertaken on an arm’s length basis and in the ordinary course of business. The aggregate value of the proposed transactions represents the maximum estimated value for the approval period, while the actual transaction value may vary depending upon the Company’s business requirements, production volumes and prevailing market prices.
Audit Committee approval	Approved by the Audit Committee at its meeting held on 27 May 2026.
Board approval	The proposed transaction has been considered and approved by the Audit Committee, and the Board of Directors has recommended the proposed resolution for approval by the members of the Company.
Shareholder approval sought	Approval of the members by way of an Ordinary Resolution under Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Voting restriction for Related Parties	The Related Parties shall not vote to approve the proposed resolution, in accordance with Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The management of the Company has certified that the terms of the proposed Related Party Transaction are in the interest of the Company. The certificate provided by the Managing Director and

Chief Financial Officer has been placed before and reviewed by the Audit Committee while considering the proposed transaction, in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions".

The proposed Related Party Transaction is in the ordinary course of business of the Company and is proposed to be undertaken on an arm's length basis. The Audit Committee, after reviewing the terms and conditions of the proposed transaction, the management certification and other relevant information placed before it, has approved the proposed transaction and recommended the same to the Board of Directors. The Board of Directors, having considered the recommendation of the Audit Committee, has approved and recommended the proposed resolution for approval by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, except Mr. Mysore Satish Sharad, Mr. M. P. Satish Babu and Mrs. Sukanya Satish, are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective directorship, shareholding and/or relationship with the Related Party, as applicable.
The Related Parties shall not vote to approve the proposed resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 for approval by the members.

Item No 6

TO CONSIDER APPROVAL FOR RELATED PARTY TRANSACTIONS – LEASE OF LAND AND FARM FACILITY FROM MRS. SUKANYA SATISH & MR. SATISH BABU PADMANABHA SHETTY

The Company's egg powder processing business is dependent on the consistent availability of good quality eggs as its primary raw material. The Company presently procures eggs only from approved farms; however, as the production of eggs is undertaken by independent external farms, the Company has limited direct control over farm-level practices, including flock health management, use of veterinary medicines and adherence to prescribed withdrawal periods. Poultry farms may, as part of disease prevention and treatment, use veterinary medicines, and any variation in such practices or non-adherence to prescribed withdrawal periods may affect the quality and suitability of eggs for processing and increase the Company's exposure to food safety, regulatory and customer-related risks, particularly in markets having stringent requirements relating to veterinary drug residues, quality and traceability. Accordingly, greater control and traceability at the source of egg production is considered important for ensuring consistent quality and reliability of the Company's key raw material.

In view of the above and with the objective of ensuring a consistent, reliable and traceable supply of quality eggs for its processing operations, the Company is proposing to pursue an integrated sourcing strategy through the acquisition of suitable existing poultry farm(s) and the establishment of its own poultry farm(s). Such backward integration would enable the Company to exercise greater control over egg production, flock health, feed and farm management practices, use of veterinary medicines, prescribed withdrawal periods and biosecurity protocols. The proposed strategy is expected to reduce dependence on the open market and intermediaries, improve traceability and consistency in the quality and availability of eggs, provide greater stability in procurement and production planning and strengthen the Company's overall quality assurance and supply chain management framework.

Thus it is proposed to obtain on lease for a period of 19 years the piece and parcel of land admeasuring about 30 acres, 39.75 guntas, situated, lying and being at Survey nos. 324, 325/1, 325/2, 325/3, 325/4, 326/1, 326/ 3,326/ 4,326/ 5,326/ 7,327, 328/1, 328/2, 329/5,330/ 3,331/ 2,331/3,332/1 Thumbla village, Kasaba Hobli, T Narasipura Taluk, Mysore District, Pincode 571 110 in the State of Karnataka. This land and its farm have an existing Total Layer Capacity of 142,500 hens which can meet 10% of our total egg requirement currently with space enough to set up additional sheds so as to increase the production to meet up to 60% of our total egg requirement.

The Company is targeting to meet approximately 60% of its current egg requirement through captive production within the next 18 months. This is expected to enable the Company to procure a substantial portion of its egg requirement at or closer to the cost of production, rather than being dependent on prevailing market prices, thereby providing greater cost stability and supporting improved control over the quality and availability of eggs required for its egg powder processing operations.

The land and facility is owned by Mrs. Sukanya Satish and Mr. M. P. Satish Babu, Directors and Promoters of the Company. The proposed lease of the facility will provide the Company with immediate operational access to the existing layer farm infrastructure and enable greater control over the production and quality of eggs. The facility also has scope for further expansion of layer capacity, which would support the Company's objective of progressively increasing its captive egg production and achieving greater self-sufficiency in its raw material requirements.

Further, the facility is well connected by road and other modes of transport and is conveniently accessible from the Company's proposed upcoming poultry farms and feed mills, facilitating smooth movement of raw materials and finished inputs and helping to optimise inter-unit transportation costs. The land is agricultural land with an existing poultry farm facility, and the necessary approvals and clearances for the existing operations have already been obtained, which is expected to facilitate a smoother transition of operations to the Company, subject to applicable regulatory requirements.

Once acquired on lease, the entire facility will be maintained by the Company and all overhead expenses of running the facility will be borne by Ovobel Foods Limited.

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 Mrs. Sukanya Satish and Mr. M. P. Satish Babu 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 31 August 2026 of the Company. This transaction is proposed to be carried on at arm's length basis for a period of 19 years.

The following information is provided in respect of the proposed Related Party Transaction with Ashray Farms in accordance with the applicable provisions of the Companies Act, 2013, the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable SEBI Industry Standards on minimum information to be provided for approval of Related Party Transactions.

Particulars	**Details**
Name of the Related Party	Mr. Satish Babu Padmanabha Shetty and Mrs.Sukanya Satish
Name of the Director/KMP Interested	Mr. Satish Babu Padmanabha Shetty Mrs.Sukanya Satish Mr.Mysore Satish Sharad (Son)
Relationship with the Company / subsidiary / promoter / director / KMP	Mr. Satish Babu Padmanabha Shetty, Director of the Company, is the proprietor of Ashray Farms. Mrs. Sukanya Satish, Director of the Company, is his wife and Mr. Mysore Satish Sharad, Managing Director of the Company, is his son.
Nature of transaction	Leasing of Agricultural Land for a Period of 19 Years with refundable deposit.
Nature, material terms and particulars of the proposed transaction	The proposed contract/ arrangement/ transaction relates to lease of land for period of 19 years which shall be governed by the Company's Related Party Transaction Policy. The monthly ground rent per acre is currently around Rs.2,00,000 i.e. Rs.61,98,750 per month. Further area comprises of an existing Total Layer Capacity of 142,500 hens. The Rent per bird / month is Rs.3.5 which makes the total value of 498,750 per month. The lease will continue for a period of 19 years, for which the Company is estimating an annual increase of 6% in ground rent during the next 19 years. Thus, it is proposed to pay a total refundable deposit of Rs. 6,91,66,375 (Rupees Six Crore Ninety One Lakh Sixty Six Thousand Three Hundred Seventy Five only) and a monthly rent of Rs. 498,750 (Rupees Four Lakh Ninety Eight Thousand Seven Hundred Fifty only) with 5% annual escalation to Mr. Satish Babu Padmanabha Shetty and Mrs.Sukanya Satish. The same has been considered and approved by the Audit Committee and Board of Directors.
Tenure / duration of the transaction	19 years from the date of entering the Lease agreement.
Value / estimated value of the transaction	Total one time refundable Deposit amount of Rs. Rs. 6,91,66,375 (Rupees Six Crore Ninety One Lakh Sixty Six Thousand Three Hundred Seventy Five only) and a monthly rent of Rs. 498,750 (Rupees Four Lakh Ninety Eight Thousand Seven Hundred Fifty only) with 5% annual escalation can be taken as the value of the proposed transaction.
Percentage of the Company's annual consolidated turnover represented by	Turnover of the Company for the F.Y 2025-26 i.e as per last available audited Balance Sheet is Rs. 25675.01 Lakhs.

<table>
<tr><td>the transaction</td><td>Proposed Limit – Rs. 1435.51 Lakhs (Deposit amount plus yearly rent for 1 year)
Percentage – 5.59%

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.</td></tr>
<tr><td>Details of transaction(s) with the same Related Party during the relevant financial year / preceding period, as applicable</td><td>
<table>
<tr><th>Related Party</th><th>Details of transaction(s) with the same Related Party</th></tr>
<tr><td>Ashraya Farms</td><td>Purchase of eggs and payment of related freight charges; rent towards lease of land/vehicle; and sale of crushed egg shell powder.</td></tr>
<tr><td>Mr. Satish Babu MP</td><td>Rent towards lease of land/vehicle.</td></tr>
<tr><td>Ms. Sukanya Satish</td><td>Rent towards lease of land/vehicle and payment of lease deposits.</td></tr>
<tr><td>Mr. Mysore Satish Sharad</td><td>Payment of lease deposits.</td></tr>
</table>
</td></tr>
<tr><td>Value of previous transaction(s), if any</td><td>
For the year ended (In Rs.Lakhs)
<table>
<tr><th>Nature of Transaction / relationship</th><th>March 31, 2026</th><th>March 31, 2025</th></tr>
<tr><td>Purchase of Eggs and Freight Charges</td><td></td><td></td></tr>
<tr><td>Ashraya Farms</td><td>14164.85</td><td>14796.57</td></tr>
<tr><td>Rent on Lease Land and Vehicle lease</td><td></td><td></td></tr>
<tr><td>Ashraya Farms</td><td>0.04</td><td>0.03</td></tr>
<tr><td>Mr. Satish Babu MP</td><td>0.05</td><td>0.05</td></tr>
<tr><td>Ms. Sukanya Satish</td><td>0.05</td><td>0.00</td></tr>
<tr><td>Sales of Crushed Egg Shell Powder</td><td></td><td></td></tr>
<tr><td>Ashraya Farms</td><td>0.00</td><td>0.97</td></tr>
<tr><td>Lease Deposits paid</td><td></td><td></td></tr>
<tr><td>Mr. Mysore Satish Sharad</td><td>0.00</td><td>0.00</td></tr>
<tr><td>Mr. Satish Babu MP</td><td>0.00</td><td>0.00</td></tr>
<tr><td>Ms. Sukanya Satish</td><td></td><td>1202.34</td></tr>
<tr><td>Total</td><td>14164.99</td><td>15999.96</td></tr>
</table>
Mr. MS Sharad is also in receipt of an annual remuneration of Rs.60 Lakhs
</td></tr>
<tr><td>Whether the transaction is a material Related Party Transaction under</td><td>Yes</td></tr>
</table>

Regulation 23	
Whether the transaction is in the ordinary course of business	Yes
Whether the transaction is on an arm's length basis	Yes
Basis for pricing / commercial terms	The pricing/commercial terms are based on the valuation determined as per the valuation report issued by an independent registered valuer.
Business rationale / benefit expected by the Company	This land and its farm have an existing Total Layer Capacity of 142,500 hens which can meet 10% of our total egg requirement currently with space enough to set up additional sheds so as to increase the production to meet up to 60% of our total egg requirement. The Company is targeting to meet approximately 60% of its current egg requirement through captive production within the next 18 months. This is expected to enable the Company to procure a substantial portion of its egg requirement at or closer to the cost of production, rather than being dependent on prevailing market prices, thereby providing greater cost stability and supporting improved control over the quality and availability of eggs required for its egg powder processing operations.
Whether all factors relevant to the contract have been considered	Yes, all factors relevant to the contract have been considered and accounted for by the management.
Funding source / manner of meeting financial obligations, where applicable	The Company will meet the expense of lease from internal accruals.
Whether any advance is paid / received	The Company has not yet paid any advance. The deposit of 6,91,66,375 (Rupees Six Crore Ninety One Lakh Sixty Six Thousand Three Hundred Seventy Five only) will be paid only when this transaction is approved by the shareholders and the Company enters into an agreement for the Lease.
Valuation report / external expert opinion, where applicable	As per Valuation report dated 25 August 2026 issued by Akruthi Consultants. The weblink to access the same is https://www.ovobelfoods.com/wp-content/uploads/2026/09/Valuation-Report-30.99-acre.pdf The same can also be assessed by scanning the following QR Code:
Details of guarantees, security or collateral, where applicable	Not applicable
Any other relevant or material information necessary for members to	As already stated, and explained in the explanatory statement.

take an informed decision	
Audit Committee approval	Approved by the Audit Committee at its meeting held on 31 August 2026.
Board approval	The proposed transaction has been considered and approved by the Audit Committee, and the Board of Directors has recommended the proposed resolution for approval by the members of the Company.
Shareholder approval sought	Approval of the members by way of an Ordinary Resolution under Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Voting restriction for Related Parties	The Related Parties shall not vote to approve the proposed resolution, in accordance with Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The proposed Related Party Transaction is in the ordinary course of business and shall be undertaken on an arm's length basis. The Audit Committee has approved the proposed transaction and the Board of Directors has recommended the proposed resolution for approval by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, except Mr. Mysore Satish Sharad, Mr. M. P. Satish Babu and Mrs. Sukanya Satish, are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective directorship, shareholding and/or relationship with the Related Party, as applicable.
The Related Parties shall not vote to approve the proposed resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 6 for approval by the members.

Item No. 7

TO CONSIDER APPROVAL FOR RELATED PARTY TRANSACTIONS – LEASE OF LAND AND FACILITY FROM MR. SATISH BABU PADMANABHA SHETTY

The Company is likewise proposing to acquire a piece of land together with an operational feed mill facility having a fully automated feed production capacity of approximately 14 tons per hour, located about 10 km from the proposed layer farm facility referred to above. The facility is equipped with substantial supporting infrastructure, including a 30,000 sq. ft. main godown, a 7,500 sq. ft. secondary godown, multi-bin auto-batching feed machinery, finished feed storage silos with a capacity of approximately 200 tons, a maize drying system with a capacity of 40 tons per batch, and supporting infrastructure comprising office, laboratory, manager's accommodation/guesthouse and workers' quarters. The feed mill is presently operational and has the requisite permissions and approvals for its existing operations.

The proposed acquisition will support the Company's planned entry and expansion into layer farming, including the proposed acquisition of the layer farm facility referred to above, as well as any further poultry farm operations proposed to be established by the Company. The facility will enable the

Company to manufacture a substantial portion of the feed required for its proposed layer operations in-house, providing greater control over the availability, quality and formulation of feed and reducing dependence on external suppliers. Its proximity to the proposed layer farm will further facilitate efficient and timely movement of feed and help optimise inter-unit transportation costs.

The land and facility is owned by Mr. M. P. Satish Babu, Director and Promoter of the Company. The acquisition of the operational feed mill, together with the proposed layer farm facilities, will form an important part of the Company's backward integration strategy and is expected to strengthen its ability to establish a more integrated and controlled poultry and egg supply chain for its egg powder processing business.

Thus it is proposed to obtain on lease for a period of 19 years the piece and parcel of land admeasuring about 5 acres, 39.5 guntas, situated, lying and being at Survey nos. 163 (formerly Survey no. 20) Mysore - Bannur Main road, State Highway-33 Harohalli village, Varuna Hobli, Mysore Taluk, Mysore District, Pincode 570 010 in the State of Karnataka, with its existing Fully automated feedmill with a capacity of 14 tons/hour and other added infrastructure facilities fully described in the explanatory statement attached hereto, upon paying a refundable deposit of Rs. 3,34,04,611 (Rupees Three Crore Thirty Four Lakh Four Thousand Six Hundred Eleven only) and a monthly rent of Rs.4,01,667 (Rupees Four Lakh One Thousand Six Hundred Sixty Seven only) with 5% annual escalation.

Once acquired on lease, the entire facility will be maintained by the Company and all overhead expenses of running the facility will be borne by Ovobel Foods Limited.

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. M. P. Satish Babu 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 31 August 2026 of the Company. This transaction is proposed to be carried on at arm’s length basis for a period of 19 years.

The following information is provided in respect of the proposed Related Party Transaction with Ashray Farms in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable SEBI Industry Standards on minimum information to be provided for approval of Related Party Transactions.

Particulars	**Details**
Name of the Related Party	Mr. Satish Babu Padmanabha Shetty
Name of the Director/KMP Interested	Mr.Mysore Satish Sharad (Son) Mr. Satish Babu Padmanabha Shetty Mrs.Sukanya Satish (Spouse)
Relationship with the Company / subsidiary / promoter / director / KMP	Mr. M. P. Satish Babu, Director and Promoter of the Company, Mrs. Sukanya Satish, Director of the Company, is his wife and Mr. Mysore Satish Sharad, Managing Director of the Company, is his son.

Nature of transaction	Leasing of Agricultural Land for a Period of 19 Years with refundable deposit.
Nature, material terms and particulars of the proposed transaction	The proposed contract/ arrangement/ transaction relates to lease of land for period of 19 years which shall be governed by the Company's Related Party Transaction Policy. The monthly ground rent per acre is currently around Rs.5,00,000 i.e. Rs.29,93,750 per month. The market value of infrastructure available at the proposed land and facility is Rs. 6.025 Crores. The lease will continue for a period of 19 years, for which the Company is estimating an annual increase of 6% in ground rent during the next 19 years. Thus it is proposed to pay a refundable deposit of Rs. 3,34,04,611 (Rupees Three Crore Thirty Four Lakh Four Thousand Six Hundred Eleven only) and a monthly rent of Rs. 401,667 (Rupees Four Lakh One Thousand Six Hundred Sixty Seven only) with 5% annual escalation, to Mr. Satish Babu Padmanabha Shetty. The same has been considered and approved by the Audit Committee and Board of Directors.
Tenure / duration of the transaction	19 years from the date of entering the Lease agreement.
Value / estimated value of the transaction	Total one time refundable Deposit amount of Rs. 3,34,04,611 (Rupees Three Crore Thirty Four Lakh Four Thousand Six Hundred Eleven only) and a monthly rent of Rs. 401,667 (Rupees Four Lakh One Thousand Six Hundred Sixty Seven only) with 5% annual escalation can be taken as the value of the proposed transaction.
Percentage of the Company's annual consolidated turnover represented by the transaction	Turnover of the Company for the F.Y 2025-26 i.e as per last available audited Balance Sheet is Rs. 25,675.01 Lakhs. Proposed Limit – Rs. 693.30 Lakhs (Deposit amount plus yearly rent) Percentage – 2.70% As the proposed transaction together with earlier transactions with the Promoter Director exceed the threshold limit, it is required to obtain shareholder approval for the transaction.
Details of transaction(s) with the same Related Party during the relevant financial year /	**Related Party** | **Details of transaction(s) with the same Related Party**

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

<table>
<tr><td>preceding period, as applicable</td><td>
<table>
<tr><td>Ashraya Farms</td><td>Purchase of eggs and payment of related freight charges; rent towards lease of land/vehicle; and sale of crushed egg shell powder.</td></tr>
<tr><td>Mr. Satish Babu MP</td><td>Rent towards lease of land/vehicle.</td></tr>
<tr><td>Ms. Sukanya Satish</td><td>Rent towards lease of land/vehicle and payment of lease deposits.</td></tr>
<tr><td>Mr. Mysore Satish Sharad</td><td>Payment of lease deposits.</td></tr>
</table>
</td></tr>
<tr><td>Value of previous transaction(s), if any</td><td>
For the year ended (In Rs.Lakhs)
<table>
<tr><th>Nature of Transaction / relationship</th><th>March 31, 2026</th><th>March 31, 2025</th></tr>
<tr><td>Purchase of Eggs and Freight Charges</td><td></td><td></td></tr>
<tr><td>Ashraya Farms</td><td>14164.85</td><td>14796.57</td></tr>
<tr><td>Rent on Lease Land and Vehicle lease</td><td></td><td></td></tr>
<tr><td>Ashraya Farms</td><td>0.04</td><td>0.03</td></tr>
<tr><td>Mr. Satish Babu MP</td><td>0.05</td><td>0.05</td></tr>
<tr><td>Ms. Sukanya Satish</td><td>0.05</td><td>0.00</td></tr>
<tr><td>Sales of Crushed Egg Shell Powder</td><td></td><td></td></tr>
<tr><td>Ashraya Farms</td><td>0.00</td><td>0.97</td></tr>
<tr><td>Lease Deposits paid</td><td></td><td></td></tr>
<tr><td>Mr. Mysore Satish Sharad</td><td>0.00</td><td>0.00</td></tr>
<tr><td>Mr. Satish Babu MP</td><td>0.00</td><td>0.00</td></tr>
<tr><td>Ms. Sukanya Satish</td><td></td><td>1202.34</td></tr>
<tr><td>Total</td><td>14164.99</td><td>15999.96</td></tr>
</table>
Mr. MS Sharad is also in receipt of an annual remuneration of Rs.60 Lakhs
</td></tr>
<tr><td>Whether the transaction is a material Related Party Transaction under Regulation 23</td><td>Yes</td></tr>
<tr><td>Whether the transaction is in the ordinary course of business</td><td>Yes</td></tr>
<tr><td>Whether the transaction is on an arm's length basis</td><td>Yes</td></tr>
<tr><td>Basis for pricing / commercial terms</td><td>The pricing/commercial terms are based on the valuation determined as per the valuation report issued by an independent registered valuer.</td></tr>
<tr><td>Business rationale / benefit expected by the</td><td>The proposed land has an operational feed mill</td></tr>
</table>

Company	facility having a fully automated feed production capacity of approximately 14 tons per hour, located about 10 km from the proposed layer farm facility referred to earlier. The facility is equipped with substantial supporting infrastructure, including a 30,000 sq. ft. main godown, a 7,500 sq. ft. secondary godown, multi-bin auto-batching feed machinery, finished feed storage silos with a capacity of approximately 200 tons, a maize drying system with a capacity of 40 tons per batch, and supporting infrastructure comprising office, laboratory, manager's accommodation/guesthouse and workers' quarters. The feed mill is presently operational and has the requisite permissions and approvals for its existing operations. Further the said land and facility belongs to the promoter of the Company having clear title will ensure uninterrupted and undisputed use of the facility by the Company. Further The Company considers the transaction to be commercially beneficial.
Whether all factors relevant to the contract have been considered	Yes, all factors relevant to the contract have been considered and accounted for by the management.
Funding source / manner of meeting financial obligations, where applicable	The Company will meet the expense of lease from internal accruals.
Whether any advance is paid / received	The Company has not yet paid any advance. The deposit of Rs. 3,34,04,611 (Rupees Three Crore Thirty Four Lakh Four Thousand Six Hundred Eleven only) will be paid only when this transaction is approved by the shareholders and the Company enters into an agreement for the Lease.
Valuation report / external expert opinion, where applicable	As per Valuation report dated 25 August 2026 issued by Akruthi Consultants. The weblink to access the same is https://www.ovobelfoods.com/wp-content/uploads/2026/09/Valuation-Report-5.99-acre.pdf The same can also be assessed by scanning the following QR Code:
Details of guarantees, security or collateral, where applicable	Not applicable
Any other relevant or material information necessary for members to take an informed	As already stated, and explained in the explanatory statement

decision	
Audit Committee approval	Approved by the Audit Committee at its meeting held on 31 August 2026.
Board approval	The proposed transaction has been considered and approved by the Audit Committee, and the Board of Directors has recommended the proposed resolution for approval by the members of the Company.
Shareholder approval sought	Approval of the members by way of an Ordinary Resolution under Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Voting restriction for Related Parties	The Related Parties shall not vote to approve the proposed resolution, in accordance with Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The proposed Related Party Transaction is in the ordinary course of business and shall be undertaken on an arm's length basis. The Audit Committee has approved the proposed transaction and the Board of Directors has recommended the proposed resolution for approval by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, except Mr. M. P. Satish Babu, Mrs. Sukanya Satish and Mr. Mysore Satish Sharad, are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective directorship, shareholding and/or relationship with the Related Party, as applicable.

The Related Parties shall not vote to approve the proposed resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 7 for approval by the members.

By Order of the Board
For Ovobel Foods Limited

Sd/-
Prakriti Sarvouy
Company Secretary
ACS: 21962
Place: Bangalore
Date: 31 August 2026

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

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

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 Fourth Annual General Meeting

Name of Director	**Mr. Satish Babu Padmanabha Shetty**	**Mr. Mysore Narayana Sreedhara**
DIN	02504337	11869512
Date of Birth	03 February 1961	04 June 1965
Date of Appointment as Director	30 May 2024	10 August 2026
Qualification	Bachelor of Business Management (B.B.M)	B.COM, CA Inter
Expertise in Specific functional areas	He has a rich 44 years of experience in the egg production industry. He has also been the Zonal Chairman of NECC, the premier industry body for layer farming in India for nearly 2 decades. He is well known among layer poultry circles in India for his contribution to the industry and has played a prominent role in representing the Layer poultry industry at various forums and delegations. His entrepreneurial vision has led him to restructure the unorganized family poultry farming business of nearly six decades into an organized setup eventually resulting in the formation of M/s Ashraya Farm which is among the largest layer poultry farms in Karnataka.	Mr. Sreedhara has extensive professional experience in the field of taxation and financial laws. He completed CA Inter in the year 1988 and commenced practice as a Tax Practitioner in 1989. In the initial years of his career, he primarily focused on matters relating to the Sales Tax Act, subsequently expanding his practice to Value Added Tax (VAT), and presently Goods and Services Tax (GST). He has also been practicing under the Income Tax Act for the past 38 years and possesses significant experience in taxation, compliance, and advisory matters.
Member of the Committees of the Board of Directors of the Company	Nil	Nil
Directorship held in any other listed entity	Nil	Nil
Membership in the Committees of the Board of Directors of other Listed Entity in which he/she is a Director	Nil	Nil

No. of Equity Shares held in the Company directly or as beneficial holder	28,97,504 equity shares equivalent to 30.50% of the paid up share capital of the Company	Nil
Inter-se Relation-ships between Director	Spouse of Mrs.Sukanya Satish Father of Mysore Satish Sharad	Nil
Listed entities from which the person has resigned in the past three years	Nil	Nil
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not applicable	He has extensive professional experience in the field of taxation and financial laws. His has rich experience of practicing in matters relating to the Sales Tax Act, Value Added Tax (VAT), and presently Goods and Services Tax (GST). He has also been practicing under the Income Tax Act for the past 38 years and possesses significant experience in taxation, compliance, and advisory matters.