

CIN: L85110KA1993PLC013875

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30 May 2024

To The BSE Ltd. Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400001

Dear Sir /Madam,

Sub: Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: BSE Scrip Code: 530741

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended March 31, 2024 issued by Suman Bajoria, Practicing Company Secretary.

This is for your kind information and record.

For Ovobel Foods Limited

Digitally signed by PRAKRITI PRAKRITI SARVOUY SARVOUY Date: 2024.05.30 15:19:22 +05'30'

Prakriti Sarvouv Company Secretary ACS: 21962 Encl. as stated above

SECRETARIAL COMPLIANCE REPORT OF OVOBEL FOODS LIMITED

FOR THE FINANCIAL YEAR ENDED 2023-24

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Ovobel Foods Limited (hereinafter referred as 'the listed entity'), having its Registered Office at Ground Floor, No.46 Old No.32/1, 3rd Cross, Aga Abbas Ali Road, Ulsoor, Bangalore Karnataka 560042 Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

- (a) I Suman Bajoria, Practicing Company Secretary have examined:
- (b) All the documents and records made available to us and explanation provided by Ovobel Foods Limited("the listed entity"),
- (c) The filings/submissions made by the listed entity to the stock exchanges,
- (d) Website of the listed entity,
- (e) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for they earended31 March 2024 in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018:
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018;

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Company Secretary

- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Companies Act, 2013 (other regulations as applicable)

And circulars/ guidelines issued thereunder;

I/We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr.No.	Particulars	Compliance Status (Yes /No/ NA)	Observations/ Remarks by PCS*		
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118 (10) of the Companies Act, 2013 and mandatorily applicable.	Yes			
2.	Adoption and timely updation of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	Done as required.		

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3.	Maintenance and disclosures on Website: The Listed entity is maintaining a functional Website	Yes	Compliances in this regard were made during the year under review
	 Timely dissemination of the documents/information under a separate section on the website 		
	 Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website 		
4.	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013as confirmed by the listed entity.	1	None of the director is disqualified during the year under review

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Remarks by		
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as Other subsidiaries	NA	The Company does not have a subsidiary		
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		All the records were maintained during the year under review		
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	The same had been done during the year.		

8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or	Yes	Wherever required the Company has also obtained approval of the Company.
	(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.		
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 with in the time limits prescribed thereunder.		As per our findings the Company has made all compulsory disclosures to Stock Exchange as required during the year under review.
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) &3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	NA	No such events during the year.

Sr. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observations/ Remarks by PCS*
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder except as provided under separate paragraph herein(**).	Yes	No such actions has been taken during the year under review
12.	Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation/ circular/ guidance etc.	No	As per the provisions of Regulation 17(1)(c) of SEBI (LODR) the board of directors of the top 2000 listed entities (with effect from April 1, 2020) shall comprise of not less than six directors. The Company fell in the category of Top 2000 cos. for the FY 2023-24 and Company had 6 Directors with effect from 04 April 2023 till 30 May 2023 only.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18thOctober, 2019:

Sr. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appoin	ting/ re-appointing	an auditor

	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/audit report for such quarter; or	year under review
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the audit or before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	
2.	Other conditions relating to resignation of statutory au	ditor
	 Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: 	lauditor during the

ulars	ComplianceStatus(Ye s/No/NA)	Observations/Re marks byPCS*
of the listed entity/ material subsidiary such as non-availability of information/ non cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	NA	No resignation of auditor during the year under review
o. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, alongwith relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/ explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable.		
c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.		
information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI /NFRA, in case where the listed entity/ its material subsidiary		
ł	of the listed entity/ material subsidiary such as non-availability of information/ non cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, alongwith relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/ explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable. c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI /NFRA, in case where	of the listed entity/ material subsidiary such as non-availability of information/ non cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, alongwith relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/ explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable. c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI /NFRA, in case where the listed entity/ its material subsidiary has not provided information as required

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3 .	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in theformatasspecifiedinAnnexure-AinSEBICircularCIR/CFD/CMD1/114/2019dated18 th October, 2019.	auditor during year under revi	the ew. any
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^{*}Observations/ Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

Company Secretary

(a) (**)The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	directors of the	(LODR)	During the FY 2023- IIZ4, the Company had 6 Directors with effect from 04 April 2023 till 30 May 2023 only.	None	None	Company had 6 Directors with effect from 04 Apri	compliance with the requirements pertaining to the composition of the Board	appoint a 6 th Director, as on 3 1 March 2024, the Company is ranked 1999 as per market capitalization.	tried to scout for Independent Director.	

Company Secretary

			all the of the B	posed as	non executive Director if it fails to appoint an Independent Director.
provision of of SEBI (LODR) Regulation 24A(2) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 every listed entity shall submit a secretarial compliance report in such form as specified, to stock	The Company filed a None secretarial compliance report, to stock exchange, within sixty days from end of each financial year as received from the Practicing Company Secretary. However the Company did not file the XBRL format of the said report with the Stock Exchange for the year ended 31st march 2023.	None	The Company None filed a secretarial compliance report, to stock exchange, within sixty days from end of each financial year as received from the Practicing Company Secretary. However the Company did not file the XBRL format of the said report with the Stock Exchange for the year ended 31st March 2023.	None	Missed inadvertently. The Company will be regular in compliance with XBRL version as well.

⁽b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	f Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
		SEBI 9LODR) 201!	of There was delay in fifting the result by 1 day. The same was required to be filed on 30th June, 2021, but incorrect document was mailed, the same was rectified and filed on 1st July 2021.		The BSE levied a fine of Rs.5900 (including GST).	in filing the result by 1 dates the same we required to 1 filed on 30 June, 2021, bincorrect document we result to the same the s	ee y, sas see th tut tut sas sas sas	Rs.5900 (including GST).	has taken measures to ensure timely filings of all the Compliances during the year	documentary evidence of payment of fine was received

Company Secretary

Intimation of dateRegulation of Board meeting29(2)/29(3) for the meetingSEBI (LODR) held on June 30, 2021 for Financial results under Regulation 29(2)/29(3) of Securities And Exchange Board Of India (Listing Obligations Disclosure Regulations, 2015	There was a delay inBSE offurnishing prior intimation about the meeting of the board of directors	The BSE levied a fine There was a 11,800 of Rs.11,800 (inctuding delay in GST) per instance offurnishing prior non-compliance perintimation about item. the meeting of the board of directors	The BSE leviedThe CompanyNo a fine of has takendocumentary Rs.11,800 measures tolevidence of (including GST) ensure timelypayment of per instance offittings of all thefine was non-compliance Compliances received per item. dering the yearfrom the including BoardCompany meeting intimations to BSE
As per theRegulation provision of 24A(2) of Regulation 24A(2) (LODR) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 every listed entity shall submit a secretarial compliance report in such form as specified, to stock exchanges, within sixty days from end of each financial year	The Company filed allone SEBIsecretarial compliance report, to stock exchange, within sixty days from end of each financial year as received from the Practicing Company Secretary. However the Company did not file the XBRL format of the said report with the Stock Exchange for the year ended 31st march 2021.	None The Company None filed a secretarial compliance report, to stock exchange, within sixty days from end of each financial year as received from the Practicing Company Secretary, However the Company did not file the XBRL format of the said report with the Stock Exchange for the year ended 31st March 2021.	None The CompanyComplied had filed thewith in said report insubsequent XBRI. format fortyear FY ended 31

Company Secretary

4	47 (3) SEBI	(LODR) 2015 There was a delay of None 1 day in publishing June 2022 quarter results in newspapers. The same was declared on 14 August 2022, the same was published in newspaper on 17 August 2022 instead of 16 August 2022.	None	There was alNone impose delay of 1 day inject publishing June 2022 quarter results in newspapers. The same was declared on 14 August 2022, the same was published in newspaper on 17 August 2022 instead of 16 August 2022.	d asNo other As per the The incident of Grompany dueCompany has delayed to holiday oncomplied publishing in FY15th August theywith this 22-23 exceptimissed toprovision communicate during 23-24. With the sexpaper agency for publication of results on 16 August 22. Thus there was a delay of one day.
5	7 (2) SEBI (Every company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information	PIT) 2015 There was delay in lone furnishing details of inter-se transfer of shares by the promoters. The transfer to immediate relative was made on 27 March 2023, promoter informed the Company on 29 March 2023. The Company filed the requisite disclosure under Regulation 7(2) of SEBI (PIT) regulations with Stock Exchange on 17 April 2023.	None	There was delay None impose in furnishing yet details of interse transfer of shares by the promoters. The transfer to immediate relative was made on 27 March 2023, promoter informed the Company on 29 March 2023. The Company filed the requisite disclosure under Regulation 7(2) of SEBI (PIT) regulations with Stock Exchange on 17 April 2023.	d as The information must have been interest amongduring the provided within(the promoters)vear under 2 days ofin an offreview. Thus veceipt of market this was not information to transaction and applicable in the Company. The Company was of the view that the same is not require to be filed with Stock Exchange under this Regulation

Company Secretary

6	The listed entityReg 38 of SEB The Company hasNone shall comply with(LODR) 2015 and lobtained an order the minimumRule 19(2) andfrom Hon'ble bublic Rule 19A of theNational Company	None	As on date of None imports the report, theyet minimum public shareholding of	posed as Since there is Since the The same is difference in Company hadbeen dates in not received complied execution of BSE 's order for with during
	shareholding Securities Law Tribunal, requirements Contracts Bangalore dated 8 (Regulation) March 2022 Rules, 1957 approving the said		the Company is not maintained.	order in thelextinguishment FY 23-24. shareholding of the shares, pattern and thethe annual shareholding
	Scheme of Capital Reduction. The Company as on 31st March 2022 has			accounts of thepattern of the Company, thusCompany was it is nowhot affected required thatdue to the
	given effect to the reduction of share capital in its accounts and was			the CompanyOrder for reduces theReduction of shareholding ofshare capital. the promotersHowever during
	awaiting an order from Bombay Stock Exchange for extinguishment of			of the Companythe year ended at the earliest31 March 2022, to maintainthe Auditors minimum publictook the strict
	10,00,000 equity shares subsequent to which the same will get effect on			holding. view that as the Order of NCLT was received before
	shareholding pattern. The said effect in the shareholding pattern			31 March 2022, the Order was made effective in the Accounts
	was given effective 31 March 2023 upon receipt of order for			of the Company to give a true and fair view
	extinguishment of shares from BSE. Due to reduction of share capital approved by			without waiting for other procedures for extinguishment
	the NCLT, the promoter shareholding has increased beyond			of shares. The Company will ensure selling of promoter
	the threshold limit			holding to

Company Secretary

	of 75% in accounts of the Company w.e.f. 31.03.2022 and in shareholding pattern			maintain MPS.
	of the Company w.e.f. 31.03.2023.			
7 The Company sh file MGT 7 (Ann Return) within days of the Ann General Meeting	ual MGT 7 for FY ended	None None	report has not a per the Act If this report filed the MGT 7 any company not filed for FY ended 31 fails to file its MGT 7 for	ofdue to sharehas beer has reduction, the filed with the same was Registrar o

1. Provide the list of all the observations in the report for the previous year along with the actions taken

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bythelistedentityonthoseobservations.

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Assumptions & Limitation of scope and Review:

- 1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- 2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- 3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
- 4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



Place: Bangalore Signature: Date: 30.05.2024 Suman Bajoria CP No. :17602

UDIN: A020904F000499657

PR No.: 3973/2023

Suman Bajoria	
Company Secretary	
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