



**OVOBEL  
FOODS LIMITED**

CIN : L85110KA1993PLC013875

# 46, Old No. 32/1, Ground Floor, 3rd Cross, Aga Abbas Ali Road, Ulsoor, Bengaluru - 560 042. INDIA.  
Tel : 91-80-25594145 / 25594146, Fax : 91-80-25594147  
E-mail : info@ovobelfoods.com, URL : http://www.ovobelfoods.com



To  
**Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai - 400 001.

Respected Sir/Madam,

**Sub: Submission of Secretarial Compliance Report for the year ended 31.03.2019 to Stock Exchange under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.**

**Scrip Code No: 530741**

As per Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, please find enclosed herewith Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2019 which is provided Mr. Rafeeulla Shariff, Practicing Company Secretary, Bangalore.

Kindly acknowledge the receipt and take it on record.

Yours Faithfully

**For Ovobel Foods Limited**

*Ritu Singh*

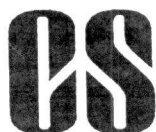
**Ritu Singh**  
**Company Secretary and Compliance Officer**  
**Membership Number: A24934**

**Date:** 24.08.2019

**Place:** Bangalore

**Enclosure:**

1. Copy of Signed Secretarial Compliance Report for the year ended 31.03.2019.



**Rafeulla Shariff** BBM, MBA, FCS  
Practicing Company Secretary

No. 41, Patalamma Temple Street,  
Basavanagudi, Near South End Circle,  
Bangalore - 560 004, Karnataka, India  
Mobile : +91 7259700201  
E-Mail : csshariff2011@gmail.com

**SECRETARIAL COMPLIANCE REPORT OF OVOBEL FOODS LIMITED  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2019**

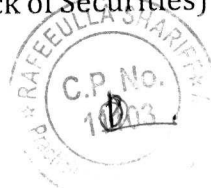
I, **Rafeulla Shariff**, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by **Ovobel Foods Limited** (hereinafter referred to as "**the listed entity**"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March, 2019 ("Review Period") in respect of compliance with the provisions of:

- I. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- II. 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 there under, 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;  
**(Not Applicable to the company during the review period);**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;  
**(Not Applicable to the company during the review period);**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;



**(Not Applicable to the company during the review period);**

- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

**(Not Applicable to the company during the review period);**

- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

**(Not Applicable to the company during the review period);**

- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

**(Not Applicable to the company during the review period);**

- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

**(Not Applicable to the company during the review period);**

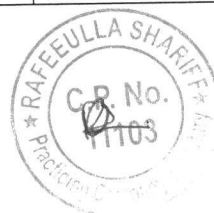
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

And circulars/guidelines issued thereunder;

And based on above examination, I hereby report that, during the Review Period:

- (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)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	* As per the Regulation 33(3)(a) of SEBI (LODR) Regulations, 2015, the listed entity shall submit quarterly and year-to-date standalone financial results to the stock exchange within forty-five days of end of each quarter, other than the last quarter.	* The Company has submitted its quarterly financial statements for the 1 <sup>st</sup> Quarter ended 30.06.2018 on 16.08.2018 with BSE.	* There were Two days delay in submission of financial results for the 1 <sup>st</sup> Quarter ended 30.06.2018.



2.	As per Regulation 29(2)/29(3) of SEBI (LODR) Regulations, 2015, the prior intimation of the Board of Directors Meeting shall be given at least five days in advance (excluding the date of the intimation and date of the meeting).	The Company has furnished intimation of the Board of directors meeting on 09.11.2018 for the Board meeting dated 14.11.2018 to BSE.	There was One day delay in intimation of the Board of Directors meeting.
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*\* Note: As per the details and documents provided by the Company, the delay (two days) in submission of financial results for the 1st Quarter ended 30.06.2018 was due to technical error in the Bombay Stock Exchange's (BSE) website while submitting the financial statements with Bombay Stock Exchange (BSE). Further, the Company Suo moto has submitted request letter for condonation of delay in filing the said financial results.*

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	Bombay Stock Exchange (BSE)	One day delay in furnishing prior intimation about the meeting of the Board of Directors in pursuant to Regulation 29(2)/29(3) of SEBI (LODR) Regulations, 2015	Fine Rs. 10,000	The delay in furnishing prior intimation of the Board of directors meeting was due to medical emergency (pregnancy related) of Mrs. Ritu Singh, Company Secretary cum Compliance officer of the Company. Further, the Company has submitted request letter for condonation of delay in furnishing prior intimation of Board of Directors meeting.



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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
				----- Not Applicable -----


**Rafeulla Shariff**  
Practicing Company Secretary  
Membership No: 9367  
C P No.: 11103

Date: 30.05.2019

Place: Bangalore